

Rothstein Kass and Wolff & Samson

Joint Response to:

Request for Proposal 14-X-23110

**For: PREQUALIFICATION POOLS: AUDITING AND OTHER RELATED
SERVICES IN SUPPORT OF DISASTER RECOVERY
(HURRICANE SANDY)**

Proposal Submission Due Date: May 31, 2013

RFP Issued By

**State of New Jersey
Department of the Treasury
Division of Purchase and Property
Trenton, New Jersey 08625-0230**

Using Agencies

**State of New Jersey
Department of the Treasury
Cooperative Purchasing Members**

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4.4.3 TECHNICAL PROPOSAL

Wolff & Samson PC (“Wolff & Samson”), one of New Jersey’s most prominent law firms, and Rothstein Kass PA (“Rothstein Kass”), a premier professional services firm employing Certified Public Accountants and specialized accounting, audit, tax and subject matter experts, collectively “the Firms,” are pleased to jointly respond to the Request for Proposal for Prequalification Pools: Auditing and Other Related Services in Support of Disaster Recovery (Hurricane Sandy) (the “RFP”). See **Appendix A** for the joint response agreement executed between Rothstein Kass and Wolff & Samson.

The Firms respectfully submit this proposal to provide the requested services for the three (3) identified pools, including:

POOL 1: Program and Process Management Auditing;

POOL 2: Financial Auditing and Grant Management; and

POOL 3: Integrity Monitoring/Anti-Fraud.

Our team is comprised of accounting, legal and consulting professionals who have the skills, credentials and experience necessary to deliver on the required tasks identified within the individual pools. In particular, the team of diversified professionals identified within this proposal is well versed in performing project management, audit and consulting projects. We understand that although the tasks to be performed within each identified Pool may be similar across Using Agencies, the specific organizational structures, control environments, and the knowledge and experience of personnel at each may differ greatly. We employ a disciplined yet flexible approach that takes into account the nuances of each Using Agency.

As an essential step in planning the overall execution of each pool, our team will identify and rationalize the risks associated with the respective Using Agency during the early stages of the project. This process allows us to gain an understanding of the Using Agency’s operations, organizational structure, personnel responsibilities (including segregation of duties), established compliance programs and processes (both manual and automated). This also allows us to review the Using Agency’s existing policies and procedures that are utilized for recovery efforts and the compliance and reporting of that effort with both Federal and State requirements, including the management and handling of any portion of the disaster assistance funding that they have been allocated for use and distribution. Additionally, the risk assessment process allows us to communicate with various personnel within the Using Agency to gain different perspectives and other key background information that is necessary to equate the various tasks outlined within the pools.

In meeting the requirements of the individual pools, we will deploy our professionals based on their ability to accomplish the required tasks. The scope, complexity and timing requirements

of each project will be key determining factors that will drive the number of personnel that we assign to each project so that we are able to maintain cost efficiencies wherever possible.

In responding to requests for a project, we will meet any deadlines established by the Using Agency. In addition, prior to responding we will fully evaluate the request for a project to ensure that we are able to meet the outlined requirements and to staff the project with personnel that are outlined within this proposal. Our responses to any request for a project will include the information requested by the Using Agency and will provide sufficient detail to enable them to make a sound decision as to the best contractor for their needs, when taking into consideration the project pricing, hours and timing. All responses to a request for a project will be provided in a formalized manner, as will any key project documentation, such as final reports. These documents will be reviewed by the project Principal to ensure that we maintain continuity within our project team and work product, and to ensure that the response to the request includes reasonable assumptions in terms of timing and pricing.

Examples of previously held, or currently held, contracts with similar services provided by professionals with Rothstein Kass (RK) or Wolff & Samson (WS) are identified below. Due to the nature of services provided by the Firms, and the confidentiality of client financial and other proprietary information, we have provided budget information where appropriate. A list of client references is included as **Appendix B** to this proposal.

- **New Jersey Department of Environmental Protection (“NJDEP”), Administrator of the New Jersey Spill Compensation Fund (“Administrator”), and Commissioner for the Department of Environmental Protection (“Commissioner”):** Since October 2011 and on an ongoing basis, Rothstein Kass has been retained by legal counsel to perform work on behalf of the NJDEP, Administrator, and Commissioner to provide independent privileged consulting services in connection with the following litigation matter: New Jersey Department of Environmental Protection, et al. v. Occidental Petroleum Corporation, et al. The project has netted over \$500,000 in fees for the work, which has included the collection, standardization, and analysis of large, complex data sets from multiple sources, time periods, and formats. The data collected has been used to develop a geo-referenced database that includes information on various real estate, property tax, and other neighborhood and census attributes for each registered property in New Jersey. Additionally, the work included the creation of an econometric modeling of the effect of selected events on the local economy. Our deliverables have included an assessment of economic losses sustained by the State of New Jersey as a result of specific natural resource damages. (RK)
- **DOJ Fraud Section Investigations:** Starting in October 2012 and on ongoing basis, Rothstein Kass and a strategic partner are working with the Department of Justice Criminal Division’s Fraud Section (the “Fraud Section”) on four separate contracts to provide forensic accounting and investigatory assistance on numerous investigations. The contracts, totaling in excess of \$1.8 Million, with the Fraud Section, which handles the largest and most complex fraud cases from around the country, has included: (i) working directly with Trial Attorneys and federal law enforcement agents; (ii) large scale

review and analysis of complex financial records using Relativity (document review platform); (iii) preparation and presentation of financial analyses incorporating various types of documentation in support of our findings; and, (iv) Using SQL Server, Microsoft Access, Microsoft Excel, and SAS Ability to merge and manipulate large datasets and perform calculations on data crucial to these investigations. Our work with the Fraud Section has required us to undergo thorough background checks for security clearance. (RK)

- **SIPC Investigations:** Investigation into the misappropriation of client funds for SIPC as part of the liquidation of a broker-dealer pursuant to SIPA. Work included: (i) reconstruction of all customer account activity to calculate the loss amount by customer, by year, and under several scenarios; (ii) verified customer cash flow to supporting bank documentation; (iii) liaised with FBI and Assistant U.S. Attorney; and (iv) assisted counsel in the pursuit of claims against third parties and provided deposition testimony. In addition to the investigative component of the liquidation, as accountants to the Trustee, certain other services were provided, including: (i) Maintained and administered the Trustee’s bank accounts for the ongoing liquidation; (ii) Controlled all disbursements from the Trustee’s accounts; and (iii) Prepared all required monthly SIPC reports. (RK)
- **Compliance Audits – Major Professional Sports League Players’ Association:** Beginning in 2010 and on a continuing basis, Rothstein Kass has collected in excess of \$1.1 Million in association with a contract by the players’ association for one of the four major professional sports leagues to perform an independent review of the books and records of individual club teams to ensure compliance with the terms of the Collective Bargaining Agreement (“CBA”). Our review assesses league and team reporting methodology, and verifies amounts included in the calculation of the players’ share of revenues. In addition, we provided project management assistance during recent CBA negotiations that entailed document management for hundreds of thousands of documents, while also performing various analyses using information within these document productions. (RK)
- **Department of Education Student Loan Over-Billing Analysis:** For a loan servicing company, performed data and statistical analysis to estimate potential over-billing to the Department of Education resulting from a programming error. Our work included the analysis of a large historical transactional database, as well as the development of statistical methodologies, including logistic regression and statistical sampling, to estimate potential over-billed amounts. (RK)
- **Ponzi Scheme Investigation:** Investigation of a multi-billion dollar Ponzi scheme which involved assisting the court appointed trustee in an investigation into the fraud and the identification and recovery of diverted investor funds, and coordinating with federal law enforcement agencies. This investigation addressed issues of mail and wire fraud, money laundering, and tax evasion. It included the identification of over 50 related hidden companies, as well as the tracing of investor funds and transfers between

entities to third parties as well as funds converted to other assets for recovery by the estate. (RK)

- **Investigation of Embezzlement by CEO:** Investigation on behalf of a state public employee pension plan into allegations of asset misappropriation within one of its portfolio companies specializing in real estate acquisition and management. Procedures included conducting interviews of portfolio company employees and third-party vendors, as well as performing reconciliations of all cash movement indicated on the general ledgers, at both properties and management company levels, to the respective bank statements. Ongoing dialogue with, and presentations were made throughout this investigation to counsel, as well as the company's auditors. (RK)
- **Whistleblower Investigation:** On behalf of a private equity firm, performed an investigation at a portfolio company into allegations brought by an anonymous whistleblower of improper revenue recognition in connection with multimillion dollar manufacturing contracts. Procedures included numerous employee interviews and the review of supporting documentation and reconstruction of activities and accounting related to several contracts. We also worked closely with the company's auditor to provide updates on the status of our work, as it related to their audit procedures. (RK)
- **Shareholder Dispute – Asset Misappropriation:** In a family dispute between shareholders in a real estate management company, performed a reconstruction of bank account activity, identifying sources and uses of funds; ultimately resulting in the identification of several million dollars in misappropriated funds by one family member. (RK)
- **False Claims Act Investigation:** Internal investigation of allegations of overcharges billed to agencies of the U.S. government including a reconstruction of transactions related to numerous government contracts. (RK)
- **Investigation of Embezzlement from Bank:** Investigation of the embezzlement of more than \$70 million from an international bank by a private banker responsible for the accounts of high net-worth individuals. The procedures included performing a review of over 20 customer accounts, resulting in the identification of several bank accounts where funds had been diverted. A reconstruction of activity for these bank accounts was performed, thereby identifying the sources and uses of the embezzled funds. (RK)
- **Financial Statement Reconstruction:** Prepared a court appointed accounting for ten years of transaction activity on behalf of the Defendant in a dispute over alleged breach of contract and fraud in connection with a family owned real estate holding company. Procedures included the reconstruction of financial activity from manual ledgers and electronic files; the preparation of unaudited financial statements; and the testing of select transactions to determine the true business purpose and nature of such transactions. (RK)

- **FINRA Inquiry:** On behalf of a large broker-dealer subject to a FINRA inquiry, performed a fraud detection analysis, reconstruction of transaction activity, assessed the internal accounting control structure, and advised of Best Practices to enhance controls and obtain efficiencies. (RK)
- **SEC Investigation – Financial Services:** For a financial corporation facing front-running allegations by the SEC, *(i)* conducted a forensic investigation of trading records, *(ii)* developed database algorithms to examine stock trading records, *(iii)* designed event studies and trader models to evaluate loss causation and to quantify potential economic damages from selected public disclosures, and *(iv)* specified econometric models to estimate confidence intervals for potential settlement amounts. (RK)
- **Mismanagement of Bond Accounts by a Financial Institution:** For a major financial institution facing class action allegations of improper accounting and mismanagement of bond trust accounts, developed and administered a SQL Server data warehouse containing over 200 million historical client transactions. Data analyses included stratified random sampling/extrapolation and multivariate regression modeling to estimate bondholders' behavior and to calculate potential damages due to alleged mismanagement. (RK)
- **Bankruptcy & White Collar Fraud:** For the bankruptcy trustee of a major energy distribution and trading company, conducted financial and statistical analyses of trading databases to examine alleged trading violations and management misconduct. Work included *(i)* financial analysis and modeling of futures and forward contracts, *(ii)* calculation of mark-to-market positions, *(iii)* analysis of portfolio "greeks," including delta, to describe the relationship between the company's underlying physical commodities, its trading book, and market prices, *(iv)* examination of the subsequent novation of the trading book, including the calculation of portfolio vega and valuation of the transaction, and *(v)* independent review of key risk-management metrics/reports. Deliverables included presentations to bankruptcy trustees and the drafting of an expert report. (RK)
- **Credit Card Fraud Analysis:** For a credit card processing company, Rothstein Kass performed a pass-through cost and revenue analysis related to fraudulent claims. We quantified damages for approximately half a billion records for 300,000+ merchants over a five year period. (RK)
- **Evaluation of Controls Pursuant to the Sarbanes-Oxley Act of 2002 (SOX):** On behalf of a hedgefund with over \$6.5 billion in assets under management, assist the organization in complying with SOX. This engagement requires an annual evaluation of the client's control environment be performed to evaluate their financial reporting processes. Rothstein Kass has been engaged to perform this work since 2008. In assessing the client's control environment, we perform a risk assessment and identify, document and audit their internal controls that support their financial reporting practices. As part of

these efforts, we identify process gaps, provide best practice recommendations, and coordinate activities with their external auditors. (RK)

- **Outsourced Internal Audit:** Since 2011, Rothstein Kass has been contracted on behalf of a loan servicing company to perform annually specific internal audit engagements to verify their compliance efforts to meet applicable German banking regulations and service level agreement. Our internal audits are performed with the objective of evaluating the client's internal controls and business operations around their accounting, credit operations, credit risk management, legal and compliance, and IT, including data security, processes and policies and procedures. These audits are performed at various times of the year to ensure employees are complying with all policies and procedures. As a component of these audits, we are responsible for identifying non-compliance and process weaknesses and provide a report with recommendations to the Audit Chairman. (RK)
- **Integrity Monitoring of Deferred Prosecution Agreement on behalf of Department of Justice:** Representation of the federal monitor appointed by the United States attorney for the District of New Jersey to monitor a major international orthopaedic device manufacturer under an 18-month term deferred prosecution agreement. During this project, Wolff & Samson lawyers monitored the company's business activities to ensure compliance with the deferred prosecution agreement, including oversight of consulting activities with physicians, and worked closely with company representatives in developing internal compliance structures and programs against the backdrop of various health care laws and regulations, including the Federal Anti-Kickback Statute. We also independently investigated numerous internal and external allegations of misconduct by company executives and other representatives. (WS)
- **Internal Audit:** Representation of a client in a review of its billing procedures for many of the client's major customer programs. This included working with internal and external forensic review teams to identify issues and to determine client remediation in the amount of \$30 million. (WS)
- **Ponzi Scheme Investigation:** Representation of clients from 2007 - 2010 in connection with the investigation of a \$20 million Ponzi scheme alleged to have been perpetrated by a former employee over the course of more than a decade. Wolff & Samson's representation included analyzing a significant volume of documents and transaction records, interviewing numerous current and former employees, responding to inquiries from multiple governmental and regulatory authorities, and efficiently resolving related claims from multiple customers by avoiding litigation altogether. (WS)
- **Internal Fraud Investigation and Related Client Counseling:** Investigation of a claim against a fidelity bond asserted by Oxford Bank arising from a fraud of an employee. Investigation involved review of documents and interviews of bank directors, officers, and employees, and related legal analysis. Claim amount \$10 million. (WS)

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- **Internal Fraud Investigation and Related Client Counseling:** Investigation of a claim against a fidelity bond asserted by Becton Dickinson & Company arising from employee theft and fraud. Investigation involved review of documents and interviews of employees and managers, and related legal analysis. Claim amount \$1.6 million. (WS)
 - **Waste, Fraud and Abuse Counseling to Insure Federal Compliance:** Have counseled a 500-member physician group practice with respect to compliance with Federal health care programs such as Medicare and Medicaid in areas including fraud and abuse, reimbursement, and enrollment/credentialing. Wolff & Samson's services include assisting in drafting compliance policies and procedures and the review of contracts. (WS)
 - **Compliance Counseling Regarding Federal Health Care Programs:** Assistance provided to Meadowlands Hospital Medical center in their compliance with Federal health care programs such as Medicare and Medicaid, mainly in the areas of fraud and abuse. Wolff & Samson's services include assisting in drafting compliance policies and procedures and the review of contracts. (WS)
 - **Internal Review of Procurement Policies and Procedures and Compliance Review of Federal Programs:** Internal investigation on behalf of a regional healthcare system with respect to its contract procurement procedures and policies. Also provided assistance to the client in connection with the review of several physician arrangements with respect to compliance with Federal health care programs such as Medicare and Medicaid. This review involved interviews of the client's personnel and review of contracts and other documentation and resulted in a formal report. In connection therewith, Wolff & Samson further assisted the client in communications with Federal agencies. (WS)
 - **Internal Investigation for Regulatory Compliance:** Representation of major financial services firms and securities brokers/dealers in internal investigations, as well as regulatory inquiries and enforcement actions by federal and state agencies and self-regulatory organizations, including the Securities and Exchange Commission (SEC) and the Financial Industry Regulatory Authority (FINRA). (WS)
 - **Third Party Investigation of Operational Issues Involving Government Entity:** Internal investigation of the policies and practices of a County Park Commission on behalf of the County's Board of Chosen Freeholders, and issuance of a public report of investigative findings and recommendations. (WS)
 - **Client Counseling Regarding Compliance with Federal Deferred Prosecution Agreement:** Representation of a medical school's independent clinical physician faculty practice plan during the course of a two-year deferred prosecution arrangement between the United States attorney for the District of New Jersey and the major university hospital system with which the practice plan is affiliated. (WS)
 - **Client Counseling Regarding Regulatory Investigation:** Representation of a major national health maintenance organization in a regulatory proceeding instituted by a

state's department of insurance and related internal investigation of company practices.
(WS)

4.4.3.1 MANAGEMENT OVERVIEW

If selected as a contractor, the Firms will begin each pool in a similar manner, starting each with an internal planning meeting. During this initial meeting, using the requirements laid out within the RFP and any subsequent information obtained through communications with the Using Agency, we will establish a preliminary plan for executing the project. This plan will include coordinating our resources to ensure that each individual assigned within the project team understands their general responsibilities and expectations, including any deliverables that they are assigned to complete. In coordinating our resources, we assign team members to more than one task to ensure that we are able to gain efficiencies and better identify potential issues.

Each project will also include both on-site and remote work. This will allow us to perform the necessary functions to accomplish the requisite tasks while allowing the Using Agency to balance their normal operational activities and supporting the execution of the project. Although not specifically identified within each pool, note that each project step will consist of both the on-site and remote work so that we are able to obtain the desired results of the project within the required timelines. Whenever possible, we will look to coordinate all formal meetings, including delivery of final documents, in person to facilitate and encourage communication among the Using Agency, their employees, and the Firms.

Pool 1 – Program and Process Management Auditing

The Firms recognize the extreme importance of a well-planned and thorough evaluation of all programs and processes related to the distribution of disaster recovery funds/grants. Our goal for the provision of services through Pool 1 will be to ensure that the applicable Using Agency has adequate programs, controls and processes so that awarded funds are expended for eligible activities, and that programs are administered in accordance with relevant Federal and State regulations.

As described above, each project for Program and Process Management Auditing will require an initial meeting to develop a clear understanding of and gain familiarity with the Using Agency, including the specific FEMA- or HUD-administered, or Federal or State grant or assistance, program(s) at issue and their management and use of related funding. From that meeting, and based on experience developing similar best practices, the Firms will conduct the following steps:

- 1) **Evaluation.** Our evaluation process is one of the most important portions of the project, as this process will provide the framework necessary to facilitate the remainder of the project. Within this process, our team of legal and accounting professionals will evaluate the current state of the Using Agency's personnel and compliance related practices. This will include a review of the agency structure, existing technologies, internal controls, policies, procedures and programs, and a correlating analysis of existing resources to receive, disburse and monitor FEMA, HUD or other Federal or State

funds. As part of the evaluation process, the Firms will identify key personnel at the Using Agency and assess their specific roles and functions relating to the task orders, including elements such as how they monitor the regulatory requirements applicable to them, how their functions are regularly evaluated to determine if they are complying with both internal and external requirements, and their process for managing compliance related failures.

As part of the assessment of personnel, we will evaluate individual responsibilities to determine if they are segregated to limit one individual from having the ability to circumvent the control environment, such as misappropriating funds without being identified in a timely manner. Additionally, we will perform a review of their human resources practices for hiring, re-assigning and terminating personnel based on workload, and each individual's skill set and experience.

The Firms will conduct appropriate analyses to determine if the Using Agency has established a program to monitor and manage the risks associated with their operations and handling of disaster recovery related funding. This analysis will include quality control reviews of the various components of the payment process, such as restriction of access to the funds to appropriate personnel, the process for obtaining approval of funding prior to distribution, and reconciliation of funds distributed, funds on hand, and funds reimbursed.

- 2) **Recommendations.** The evaluation stage will allow the Firms to produce a set of proposed recommendations that will outline the resources and steps necessary to implement applicable programs and processes for the compliant receipt, disbursement, reimbursement and monitoring (i.e. reconciliation) of disaster recovery funds. Recommendations that may be provided are generally expected to fall under the following categories, including:
- a. Payment procedures and processing
 - b. Reimbursement procedures and processing
 - c. Reconciliation of payment and reimbursement activities
 - d. Organizational structure, personnel and recruiting
 - e. Identification, establishment and monitoring of compliance procedures and sanctions

During this stage, we will establish a framework that will enable the Using Agency to track the recommendations and monitor the activities to address these recommendations through implementing corrective actions.

- 3) **Consultation.** Throughout the execution of a Pool 1 related project, our team will provide consultative services to address the range of tasks necessary to enhance the Using Agency's ability to comply and monitor their compliance relating to the use, management, and reporting of funding associated with Federal and State grant and

assistance programs. Our consultation will be provided on a case by case basis to provide recommendations and address Using Agency member's specific questions. Information provided on a consulting basis will be based on best practices, our collective Firms' vast resources, and the professional education and experience that each team member will bring to the table. In general, the Firms will aim to provide professional insight that includes, but is not limited to, the following:

- a. Federal and State compliance requirements
- b. Accounting practices, including accounts receivable, accounts payable, and account reconciliation for the management and monitoring of funds
- c. Establishing an effective compliance program that includes:
 - i. Monitoring regulations
 - ii. Establishing documented policies and procedures that meet regulatory requirements
 - iii. Assessing personnel qualifications and assigning personnel based on those qualifications
 - iv. Maintaining appropriate segregation of duties ("SOD") in functions where possible, and where unable, establishing monitoring functions to reduce the risk associated with the SOD violation
 - v. Workload management practices to ensure that adequate time can be spent performing each function without diminishing the integrity of the process
 - vi. Monitoring key business functions for compliance with policies and procedures
 - vii. Establishing automated vs. manual controls
 - viii. Implementing a compliance sanctions program for monitoring and managing applicants that receive funding
- 4) **Communication and Reporting:** Regular meetings and communications with the Using Agency will be performed to ensure that appropriate individuals are kept apprised of the status of the project and that recommendations are implemented in accordance with the established guidelines and appropriate timeframes. Additionally, reports will be created on an as-needed basis to formally document the status or to present key deliverables, such as that identifying any process or compliance gaps and the proposed recommendations.

Pool 2 – Financial Auditing and Grant Management

In executing a project with the Using Agency for the requirements identified in Pool 2, our goal will be to identify the organization's financial and administrative operations of the business,

especially in the areas of receipt, handling, access and distribution of disaster relief funds that may be allocated to them and determine what practices the organization uses to ensure that they appropriately account for any such activity. As a component of this project, we understand that we would be responsible for determining what to audit and performing an audit of the organization's records pertaining to the disaster relief funds.

From a high level perspective, in executing the financial auditing and grant management project, we would have five general stages, including:

- 1) **Understanding.** We will gain an understanding of the existing financial processing environment through evaluation of existing processes, documented policies and procedures, personnel performing the functions, systems in use to perform the established functions, use of manual vs. systematic controls, access to perform functions within systems, approval process for processing expenses, and the controls around physical access to key resources such as checks and cash. The understanding stage will be a key driver to the other stages of the project, providing us with the basis as to the organization's processes, the capabilities of the personnel, and the organization's current understanding of and compliance with Federal and State regulatory accounting and reporting requirements.
- 2) **Testing.** We will establish a framework to evaluate the key functions (i.e. controls) identified in stage 1 above. Preferably, but dependent on the timing requirements identified in the request for the project, we will look to establish a recurring audit schedule, whereby we will execute testing on a regular basis (i.e. quarterly) to ensure that activities are being performed based on the framework the organization established to mitigate the risk of misuse, misappropriation, or inaccurate reporting related to the use of disaster relief funds. The complexity and level of testing will be dependent on the risk and frequency of the activities being performed by the Using Agency. For instance, our testing will be more comprehensive in cases where we are testing a manual process than it would be testing automated processes, or in cases where activity occurs once a year compared to those activities that occur once a day.
- 3) **Identifying Control Gaps and Recommendations.** This stage involves us clearly documenting any findings that were identified during either the 1st or 2nd stage of the project. Examples of some issues that we look to identify include:
 - a. A lack of segregation of duties exists in the handling of funds, therefore providing an opportunity for funds to be misappropriated.
 - b. Policies and procedures do not accurately reflect the established processes.
 - c. Access is not restricted to personnel based on their job requirements.
 - d. Funding distribution is not adequately supervised to ensure that funding is distributed to authorized recipients.

Additionally, as a component of this stage, we will identify recommendations to address the issues within the gap analysis. In developing our recommendations, we will strive to

identify recommendations that are both cost conscious and reasonable, to increase the likelihood that the Using Agency will follow through and implement those recommendations. Our recommendations will be based on Federal and State regulatory requirements, as well as the collective knowledge and experiences of our project team.

- 4) **Developing.** After having a full understanding of the environment through the execution of the prior stages, we will ensure that the Using Agency has adequate and accurate written policies and procedures that clearly identify the individual job requirements within each business process. Additionally, we will ensure that the policies and procedures are in compliance with current Federal and State requirements.
- 5) **Training.** Following the development of the policies and procedures, we will work with the Using Agency to establish a training program. The training program will be tailored to ensure that appropriate employees are trained on key aspects of the policies and procedures, including identifying each individual's role and communicating the organization's code of conduct as well as their responsibilities in detecting, preventing, and communicating potential fraud, misuse, or abuse of government or organizational funds or assets. As a component of the training program, we will establish a training monitoring program, which will require us to ensure that personnel attend these training events or are subsequently trained on the material. We envision that this training program will require that existing employees be trained on the material either on an annual basis, or when the policies and procedures change, or that new employees are trained during their orientation.
- 6) **Communication and Reporting.** Our engagement team will regularly communicate both through formal and informal means throughout the engagement process to ensure that appropriate individuals are kept up-to-date. Additionally, reports will be created and presented at the completion of the key phases of the engagement to ensure that appropriate management and stakeholders are aware of the potential findings and process improvement opportunities. Note: if fraudulent activity is identified, appropriate Using Agency and the State Contract Manager will be notified immediately to ensure that timely action is able to be taken for fact finding, remediation, and public relation purposes. Additionally, we will coordinate with the Using Agency and State Contract Manager to determine the steps in further communicating and reporting the fraudulent activity.

Pool 3 – Integrity Monitoring / Anti-Fraud

Within Pool 3, our primary goal will be to provide an assessment and assist in the refinement or establishment of a Using Agency's anti-fraud program. In achieving this goal, we anticipate performing the following steps:

- 1) **Assess Existing Practices.** We will conduct an independent assessment of the Using Agency's existing practices by interviewing current management and personnel to determine how funding is managed from the initial request for funding to pay-out and reporting of funding activities. During the process of assessing the risks, we will perform

process walkthroughs to observe the processes being performed to be able to gain a better understanding of the processes and ensure that the information being communicated to the Firms is consistent with the actual processes that are taking place. Within this step, we will determine if key practices have been implemented by the Using Agency, such as those listed below.

- a. Process to regularly evaluate existing documentation to determine if the documentation is consistent with actual organizational practices.
- b. Process to evaluate third party contractors and their business activities on a regular basis.
- c. Process to facilitate anonymous notification of potential fraud or misuse of funds, inappropriate management activities, or other questionable practices involving the organization, including discrimination and posting of the Office of the State Comptroller's Anti-Fraud hotline.
- d. Process to ensure that there is appropriate oversight of key activities (ex. approval of funding payments).
- e. Preventive and detective controls have been established for the management and reporting of funding; and personnel at the appropriate levels and authority have been assigned the authority to perform or respond to any potential issues identified by those controls. These controls include mechanisms to evaluate existing processes and data for assessment and reporting for compliance and anti-fraud analytical purposes.
- f. Process so that only authorized personnel are able to access key functionality within systems, and that the assigned access is evaluated on a regular basis.
- g. Process to ensure that records are available for audit purposes, including retention of both physical and electronic documentation in accordance with Federal and State guidelines, laws and regulations.
- h. Process to monitor applicable Federal and State guidelines, laws and regulations to identify any changes that may impact their operations, handling of funds, or reporting requirements.
- i. Process for identifying and managing risks, including those risks associated with financial management and administration of the disaster relief funds. This includes regularly evaluating those risks on a regular basis to ensure that the risk identification and management program are up-to-date and consistent with existing business practices.
- j. Process for training and communicating changes to business practices to existing and new employees on the organizations business practices.
- k. Process for ensuring that terminated employees are unable to gain access to organizational resources following their termination.

- 2) **Review Documentation.** In this step, we will evaluate any documentation, such as job descriptions, policies and procedures, that is being utilized by the Using Agency to guide individuals as to the organization's key financial and administrative practices that may be in existence for financial and administrative related purposes, including compliance with applicable Federal and State laws and regulations. During the documentation review process, we will utilize the information gathered during the initial step to determine if the currently utilized processes and controls identified by our team are consistent with the Using Agency's written documentation.
- 3) **Documentation Refinement and Development.** We will work with the Using Agency to refine their existing documentation to ensure consistency with their current practices. As part of this process, we will identify where enhancements are necessary to ensure that the business practices at the Using Agency, both written and operationally, meet appropriate Federal and State laws, regulations and guidelines. In the event documentation is deemed not to be in existence, we will assist in the development of the appropriate documentation. In the event sample documentation is needed for a more efficient documentation development process, we have a repository of policies and procedures that we can utilize as a guide.

Throughout the duration of the project, the Firms will utilize our collective skill sets and experiences to identify opportunities to implement best practices and process enhancements that will enable the Using Agency to enhance their processes and controls to mitigate potential fraud and accidental misappropriation, accounting, and reporting of funds. When opportunities for improvement are identified, they will be immediately documented and communicated to the Using Agency for consideration. The Using Agency will be ultimately responsible for determining which recommendations are to be implemented, which we will work with them to prioritize and implement.

Any recommendations provided to the Using Agency in executing projects within this Pool will be unique to the specific organization and their operations. The recommendations will be rated based on importance, using a rating of "high", "moderate" or "low" level unless the Using Agency specifically requests a different rating scale be used. Our recommendations will aim to provide both short-term cost-effective recommendations where immediate attention is required and long-term recommendations to address less critical business aspects.

Our team, consisting of legal professionals that are responsible for researching, educating and defending laws and regulations, will be integral to the Integrity Monitoring / Anti-Fraud Pool. This team will ensure that the Using Agency is up-to-date on applicable laws and regulations with which they are responsible for maintaining compliance, including any specifically relating to their industry.

4.4.3.2 CONTRACT MANAGEMENT

Upon award of a contract, the Firms will develop a detailed plan to internally monitor the services required under the specific Task Order, including establishing criteria to meet the Task

Order's stated performance milestones, standards and deliverables. In furtherance of the proposal submitted in response to the specific request, the Firms will implement internal procedures to establish and monitor the following:

- 1) Outline of required tasks and sub-tasks to ensure achievement of performance milestones and other deliverables
- 2) Timeframe for meeting milestones and deliverables
- 3) Assignment of appropriate personnel to provide efficient and timely completion of milestones and deliverables
- 4) Breakdown of budget according to tasks
- 5) Regular internal status reviews and meetings to ensure tasks and milestones are being timely met and within budget

In addition to the above internal controls, the Firms will establish a regular telephone and in-person meeting schedule with the Using Agency to report on the status of tasks, budget, deliverables and performance milestones. Our goal is to keep the Using Agency regularly up-to-date throughout the entire project period. Depending on the contract at issue, we may recommend weekly conference calls with the State Contract Manager and/or Cooperative Partner, for which we would submit the above status reports, followed by monthly in-person meetings for more in-depth review of the project status. We will likewise provide monthly written reports and data analyses as defined within the RFP to provide a formal status of our progress and results.

The Firms are strongly committed to keeping the Using Agency timely apprised of developments and progress on all matters we are handling on its behalf. In addition to the above proposed schedule of calls and meetings, we will maintain regular contact with the Using Agency through both email and telephone to ensure involved parties are kept current on project status, as well as any potential issues or unexpected circumstances or developments.

Of note, Wolff & Samson has represented many State and local governmental agencies, authorities and political subdivisions, in a wide variety of matters and practice areas, including serving as General Counsel, Special Counsel, Employment Counsel, Special Litigation Counsel, Special Environmental Counsel, Labor Counsel, Bond Counsel and Tax Appeals Counsel. In each matter Wolff & Samson undertakes, it brings to bear its extensive knowledge about the workings of State government and the interplay both among public agencies at all levels of government and between the public and private sectors. As a result of this experience, Wolff & Samson is intimately familiar with the State's requirements in terms of maintaining responsive communication and keeping involved parties informed of the status and progress of a matter. The Firms appreciate the importance of regular communications with the Using Agency and understand that regularly scheduled conference calls, meetings, status reports, and telephone and email updates are critical to the successful development and outcome in these types of projects.

4.4.3.4 POTENTIAL PROBLEMS

Based on the broad spectrum of governmental and private clients the Firms have represented and are currently representing, the Firms are confident that any problems that may arise during the term of the contract will be identified, analyzed and resolved as efficiently and effectively as possible. By the nature of our work, our projects typically require us to identify and resolve organizational issues and conflicts on behalf of our clients; as a result, our team has vast experience in critically thinking to work through unexpected problems. Potential problems that may be encountered during the execution of a project with a Using Agency may include the following:

- 1) **Scope Adjustments:** One relatively common problem encountered during the execution of projects, no matter the size and complexity, is an adjustment to the scope of work after the initial scope has been determined and agreed to, including hours and cost expectations. The problem rarely results in the scope requirements decreasing; however, regardless if the scoping requirements increase or decrease, the project team will revise the project plan. Following revision, the project team will communicate that project plan with the State Contract Manager. Only after obtaining approval from the State Contract Manager will the revised project plan be utilized.
- 2) **Increase in Scope Impact to Personnel Requirements:** Significant increases to the scope of work necessary to complete the contract in a timely manner could exceed our estimations and place unmanageable demands on our currently designated team. Because the Firms will continually be monitoring our team's efficiency, this problem would be identified quickly and prior to any potentially detrimental consequences for any parties involved in the contract. The Firms would assess the areas of our team where expansion would be beneficial and potentially increase our team's capabilities. The Firms would then evaluate individual team member responsibilities and determine if the current workload can be redistributed for optimum productivity. If the current team structure is at maximum capacity regarding the work load, the Firms would utilize internal staff not currently assigned to the contract or hire additional outside personnel as necessary (and as outlined in this RFP response section 4.4.4.4) to ensure our contract is completed in its entirety and that all contractual deadlines and expectations are met.
- 3) **Changes to Personnel Assigned to the Primary or Backup Team Assigned on a Project:** Rothstein Kass and Wolff & Samson have low turnover rates when compared to our respective industry rates. However, in the event that turnover does happen, our first objective will be to reduce the potential impact on the State and the Using Agency with which we have been assigned to work. Regardless if the change occurs prior to the start of a project or during the project, we will re-evaluate the project team based on the impact of the exiting team member. Depending on the stage of the project, no personnel adjustments may be necessary if the continuing requirements do not require the additional resource. If the change occurs at a lower level, such as Associate/Staff or Senior Consultant level, we will look to assign one of the backup personnel that have

been identified within the backup personnel section of this RFP response (see 4.4.4.4). As part of this process, we will communicate the change with the State Contract Manager to obtain their approval, then work to integrate that individual into the project. In the event that the personnel change impacts a higher level individual within the project, such as Project Manager, Program Manager or Principal, we will assess the skill levels of the other team participants to determine if an existing team member is identified as having adequate skill and knowledge to meet the requirements of the assigned project position. In the event we determine that a Subject Matter Expert or additional senior personnel within the engagement team is required but cannot be obtained within the existing team, we will identify internal resources at the Firms that may have adequate knowledge to support the project. In the event internal personnel are either unavailable or do not have the specific skill set and experience necessary, we will search external resources to identify an appropriate candidate. In all cases, any changes to personnel, other than the key personnel presented within the organizational charts within section 4.4.4.2 of this RFP response, will be presented to the State Contract Manager for approval prior to their assignment on a project.

- 4) **Availability of Using Agency Personnel:** We may encounter time periods where authorized and knowledgeable Using Agency personnel are unavailable due to a number of reasons, such as seasonal factors or personnel changes at the Using Agency. Depending on the time frame assigned to the individual project, this may impact the ability to perform the necessary functions in accordance to the defined project plan. If key personnel at a Using Agency become unavailable for a period of time, including for hiring or training purposes, we will attempt to re-arrange the schedule in order to allow us to work on other assigned tasks in the meantime. In the event that the completion of any remaining task(s) is dependent on the completion of the particular task where personnel are unavailable, we will request that the key representative from the Using Agency identify an estimated time period as to when work could be resumed. Any delays that will impact the initial project plan will be discussed with the State Contract Manager upon identification and included within the monthly reports.
- 5) **Timing Changes:** As a number of the tasks identified within the pools are dependent on one another, if the first task falls behind, it will impact the ability to meet the deadlines of the primary and secondary tasks. The goal of addressing any such problem is first planning appropriately to foresee issues and build that into the project plan. Secondly, if we anticipate the timing will change and will impact the ability for us to deliver per our project plan, we will communicate this to both the Using Agency and the State Contract Manager. In the event delays can be specifically identified, we will communicate what we have identified as the cause of those delays. In the event delays are caused by the Using Agency's responsiveness, we will work with the Using Agency to identify what we can do to improve their response time. In addition to the communication, we will update the timing expectations and communicate the delays within the monthly reports that are to be provided for the project.

- 6) **Regulatory Changes and/or Changes in Pool Tasks per the State:** It would be reasonable to assume that the regulatory requirements or specific pool tasks may be altered within the period of any contract resulting from the RFP. As a result, we would work with the State Contract Manager in identifying and integrating any such changes into existing or planned projects.
- 7) **Identification of Inappropriate or Fraudulent Activity:** An additional problem the Firms could face is the potential discovery of inappropriate conduct during the term of the project. As a contractor performing auditing and/or monitoring tasks, there is a real possibility of identifying improper actions or the appearance of improper actions by the Using Agency. As such, our anticipation of and proper planning for such a discovery is integral to the Firms' success should such a situation arise. As evidenced by the prior experience of the Firms noted in the response to RFP section 4.4.3, the Firms have the qualifications, insight and acumen to successfully handle this potential problem. Upon identifying the conduct in question, the Firms will immediately contact the State Contract Manager (or personnel appointed by the State to handle such an issue) and schedule a meeting to provide all of the factual components leading our team to believe there may be areas that need to be addressed. The Firms will continue to compile and review all pertinent information to further assist the Firms and the Using Agency in developing a clear understanding of the activities in question. After presenting to the State Contract Manager and any additional required personnel, the Firms will work with the Using Agency to establish next steps to ensure all ethical standards are met and any necessary requirements are fulfilled. In addition, the Firms will continue to provide relevant, transparent and accurate reporting to all relevant personnel.

Potential problems exist in all of the work the Firms handle on a daily basis. The Firms' experienced professionals are adept at anticipating and solving the problems our clients face. Our team members draw upon their broad experience to provide client-focused, goal-oriented solutions. As professional service firms that are wholly committed to integrity and excellence, we will execute the work described in the RFP with the same dedication and experience we extend to each and every one of our clients.

4.4.4 ORGANIZATIONAL SUPPORT AND EXPERIENCE

In fulfilling its obligations to the Using Agency(ies), the Firms will assemble and rely upon a team of attorneys, accountants and consultants with the necessary experience to carry out the requested services in the most beneficial, cost-effective and efficient manner. Matters pursuant to the RFP will be led by the identified Principals, each of whom is a seasoned professional with significant experience and depth of knowledge in areas related to the RFP. They will be assisted by the other identified team members so as to provide the highest quality services on each matter.

Of particular note, Wolff & Samson's depth of experience and record of successful outcomes on behalf of State and local agencies, as well as private entities, provides the firm with valuable insight and a unique perspective that readily translates into the ability to develop successful

strategies and obtain desired results on behalf of clients in such matters. Wolff & Samson's attorneys have extensive experience representing various public entities and have long provided excellent legal counsel to its governmental clients, including the State of New Jersey and its many agencies and authorities.

In addition, many of Wolff & Samson's attorneys have backgrounds in public service, including those who served as Assistant United States Attorneys, Assistant District Attorneys, New Jersey Deputy Attorney Generals, Assistant County Prosecutors or Law Clerks to federal or State judges, providing invaluable experience and insight that enhances their day-to-day practice of law.

In conjunction with Wolff & Samson, Rothstein Kass' fraud, compliance, and audit related work with federal, state and private entities provides the combined Firms with a diverse and qualified team of professionals that are positioned and experienced to address the challenges that may be encountered during the execution of a project that may result from the RFP. The collective experience of our Firms, whether evaluated individually or jointly, demonstrates that our Firms are fully familiar with the sensitivities involved in high-profile matters, especially those that would be encountered by a government agency, such as the State of New Jersey. As such, we believe that the Firms are well-qualified to provide the services outlined in the RFP.

A summary of relevant projects conducted by the Firms is provided within Section 4.4.3. Due to the confidential nature of the information contained therein, specific related contacts, including the respective name, references and contact information for those contracts, has been provided in **Appendix B** to this proposal, which must be redacted from public disclosure.

The organizational charts are included within Section 4.4.4.2.

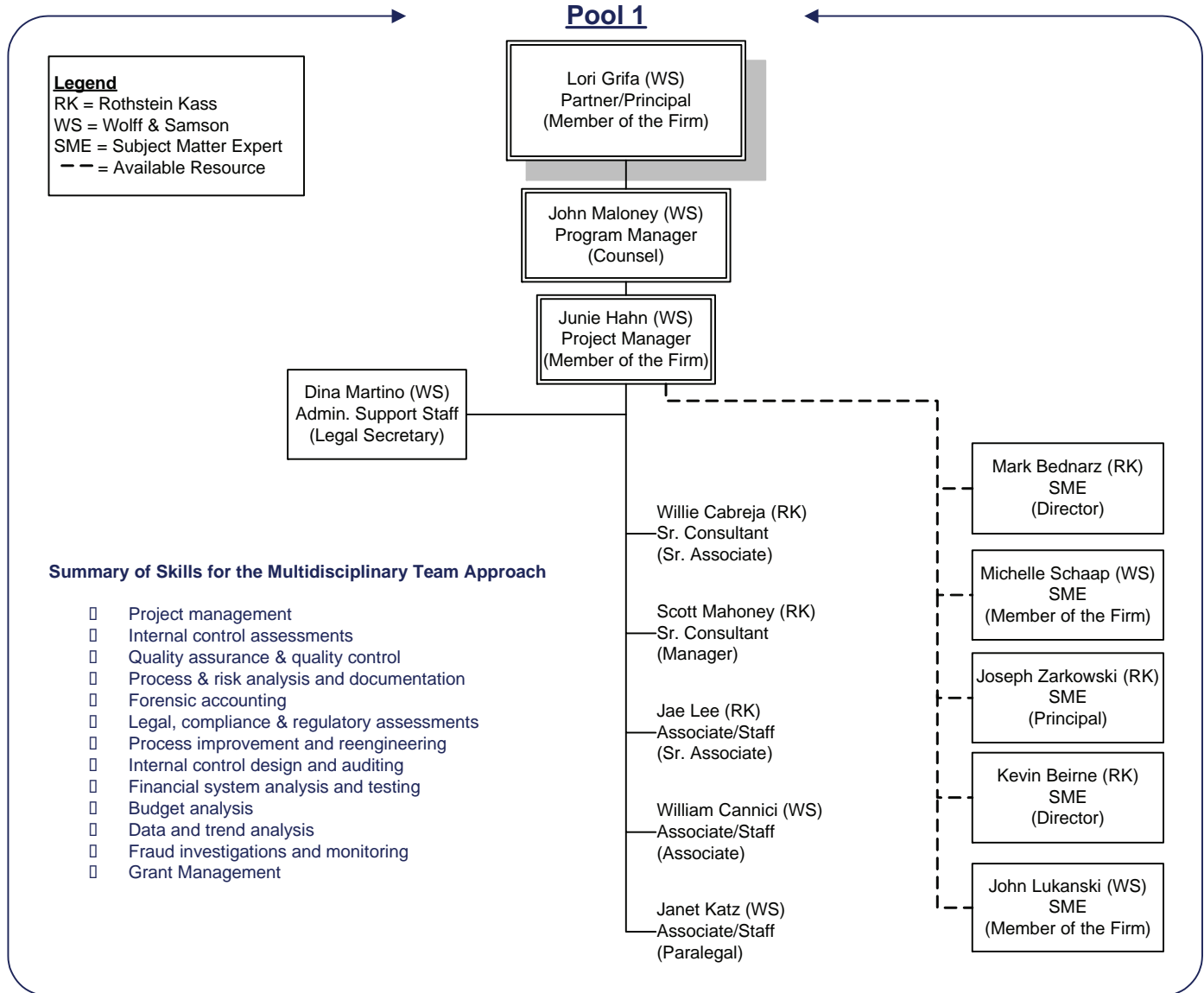
4.4.4.1 LOCATION

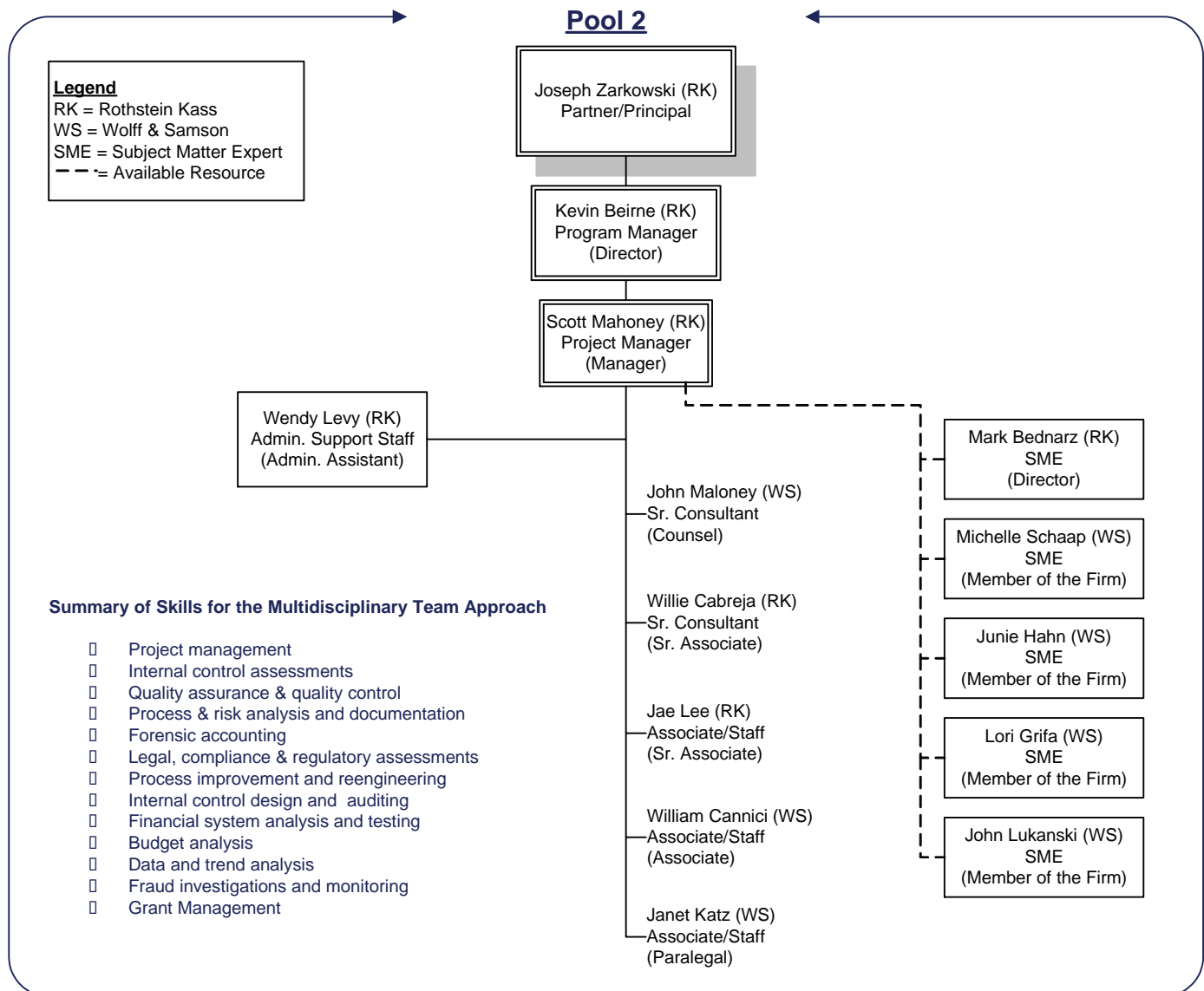
Services performed by Rothstein Kass will be managed out of the 4 Becker Farm Road, Roseland, NJ 07068 location. The primary Rothstein Kass individual responsible for the oversight and monitoring of this RFP response, and any related subsequent work should a contract be awarded, is Joseph Zarkowski, Principal. Joseph can be reached by phone at (917) 438-3972.

Wolff & Samson PC is headquartered at One Boland Drive, West Orange, New Jersey 07052. All of the firm's employees work at this office and responsibility for managing the firm's involvement in any and all contracts awarded under the RFP will take place at this location. The main Wolff & Samson contact for matters relating to this RFP is: Lori Grifa, Member of the Firm, phone (973) 530-2098.

4.4.4.2 ORGANIZATION CHARTS

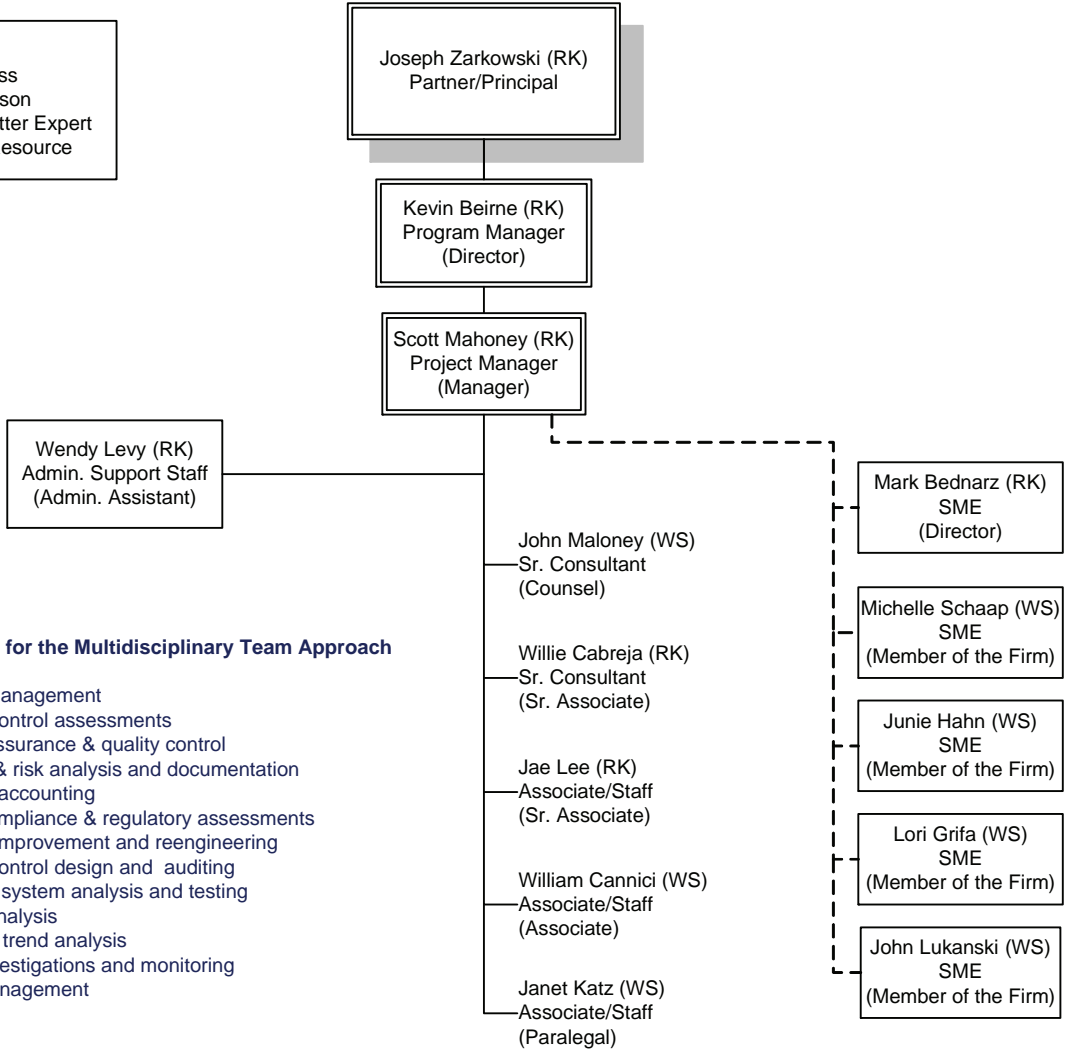
a. Contract-Specific Chart





Pool 3

Legend
 RK = Rothstein Kass
 WS = Wolff & Samson
 SME = Subject Matter Expert
 - - - = Available Resource



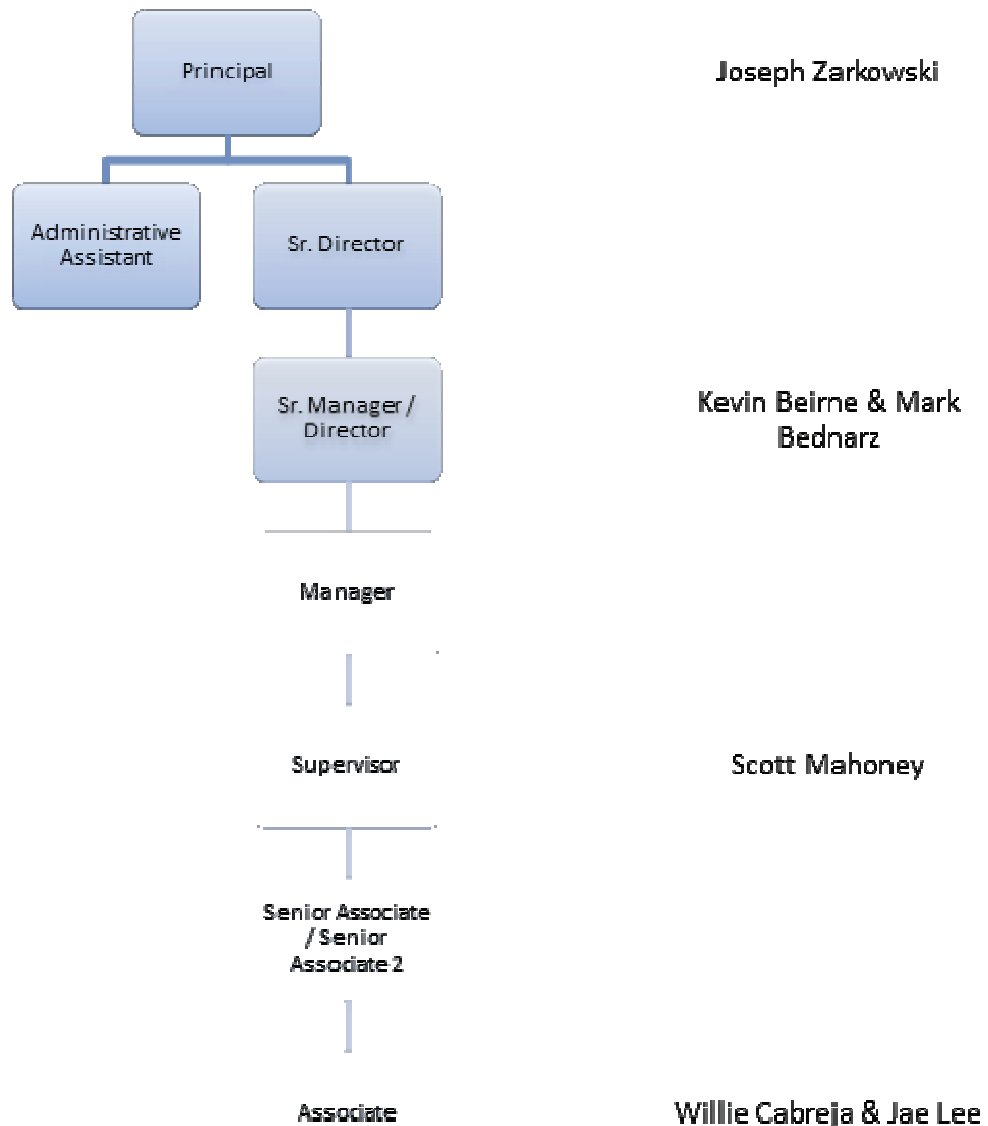
Summary of Skills for the Multidisciplinary Team Approach

- Project management
- Internal control assessments
- Quality assurance & quality control
- Process & risk analysis and documentation
- Forensic accounting
- Legal, compliance & regulatory assessments
- Process improvement and reengineering
- Internal control design and auditing
- Financial system analysis and testing
- Budget analysis
- Data and trend analysis
- Fraud investigations and monitoring
- Grant Management

b. Chart for Entire Firm

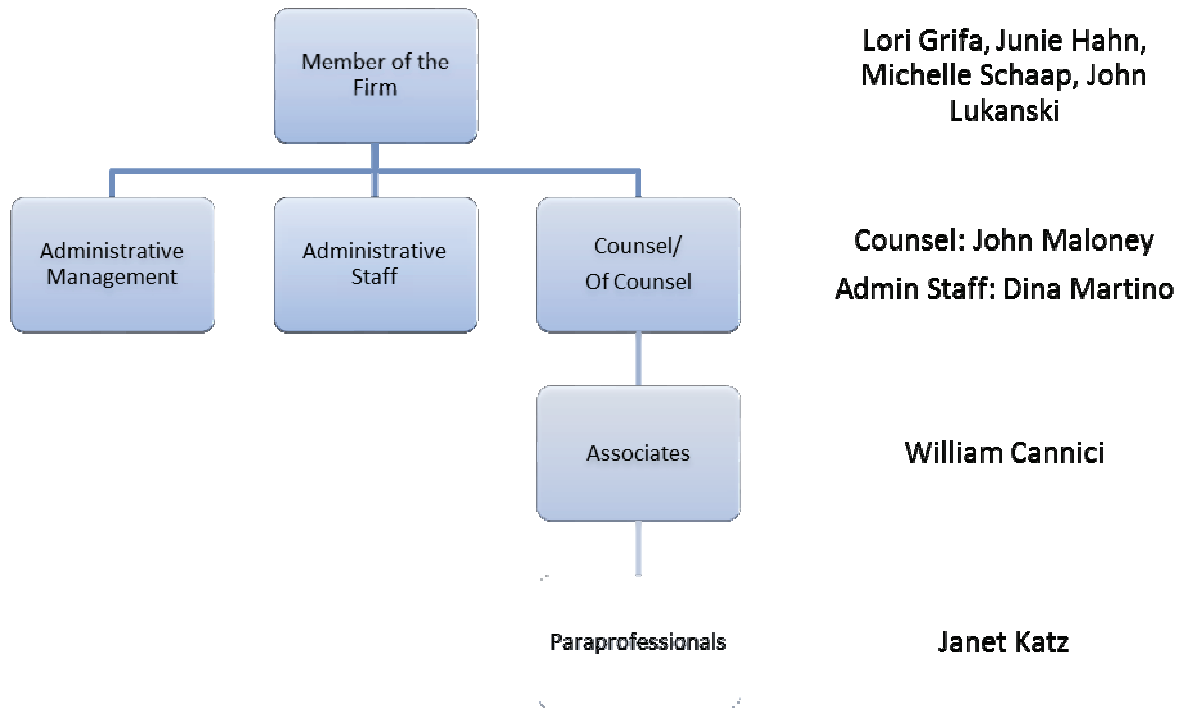
Rothstein Kass Organizational Chart

The organizational chart below identifies the organizational structure of Rothstein Kass based on the titles and hierarchy of the company. The individuals that have been identified as key resources for execution of a project relating to this RFP have been identified to the right of the Rothstein Kass title.



Wolff & Samson Organizational Chart

The organizational chart below identifies the organizational structure of Wolff & Samson based on the titles and hierarchy of the company. The individuals that have been identified as key resources for execution of a project relating to this RFP have been identified to the right of the Wolff & Samson title.



4.4.4.3 RESUMES

Resumes have been provided in **Appendix C** to this proposal.

4.4.4.4 BACKUP STAFF

If personnel changes are required either prior to or during a project, the Firms will first evaluate the skill sets of the existing team and, where possible, reassign current team members as appropriate to ensure minimal impact on the project. For instance, a Subject Matter Expert may be reassigned as the Project Manager to minimize any knowledge transfer requirements. When additional resources are required, individuals from the pool identified as backup personnel will be selected and integrated into the project. The Firms retain adequate staffing and maintain a recruitment plan to reduce the risk associated with having to assign completely new personnel to a project.

In the unlikely event that new personnel are required for a project, the Firms will aim to hire specific skill sets that will complement the existing project team and facilitate the execution of the project. Prior to performing any work on the project, the new personnel will be appropriately trained on the respective Firm’s individual business practices, provided

appropriate resources including computing equipment, and trained on the requirements of the individual project at no cost to the Using Agency.

The following individuals have been identified as backup personnel:

Name	Potential Project Role	Title at Bidder Firm	Bidder Firm
Joseph Zawila	Sr. Consultant	Counsel	Wolff & Samson
Mark A. Forand	Associate/Staff	Associate	Wolff & Samson
Farah N. Ansari	Associate/Staff	Associate	Wolff & Samson
Li Chen	Project Manager or Sr. Consultant	Manager	Rothstein Kass
Mark Reichel	Sr. Consultant	Manager	Rothstein Kass
Kimberly Clark	Sr. Consultant	Supervisor	Rothstein Kass
Gerard Caulfield	Associate/Staff	Senior	Rothstein Kass
Nisha Asher	Associate/Staff	Senior	Rothstein Kass
Carolina Garcia	Associate/Staff	Senior	Rothstein Kass

Note: The backup personnel identified above by both Rothstein Kass and Wolff & Samson include management, supervisory and key personnel backups that may be utilized to assist or replace the primary individuals in executing a project. Administrative personnel backups have not been included at this time.

4.4.4.5 EXPERIENCE OF BIDDER ON SIMILAR CONTRACTS

As described in our response to Section 4.4.3, the Firms are well-suited to handle the work described in the RFP and have the skills and knowledge necessary to successfully perform such tasks. Collectively, the Firms have extensive experience representing governmental entities, public and private companies, boards of directors, special committees and officers in a wide range of investigative, audit, compliance, and supportive matters. Our professionals are often called upon by governmental agencies and corporations alike to draft compliance policies and procedures, investigate and provide counsel regarding internal and external allegations of misconduct, and develop remedial action plans and ethics guidelines.

The Firms deploy an interdisciplinary approach to provide efficient and effective counseling to meet each client's specific needs. By conducting thorough interviews, reviewing and analyzing documents, and preparing investigative results and action plans, we seek to identify and mitigate potential exposure before problems become major liabilities.

In addition, our professionals have extensive investigation experience in relation to documents and personal interviews; analysis of large data sets, including emails and trading and banking reports; recognition of trends and patterns for compliance and risk issues; and working with forensic experts to analyze data. We regularly represent clients in responding to regulatory investigations by Federal agencies, including the Securities and Exchange Commission (SEC) and Financial Industry Regulatory Authority (FINRA), and state regulators. Our representation includes responding to requests for documents and information, analyzing documents and information, representation of employees at on-the-record interviews, and counseling clients

regarding regulatory filings and disclosure obligations relating to a given matter. We have also represented clients in connection with subpoenas and information requests from the U.S. Department of Labor.

Following are two case studies handled by members of Wolff & Samson that serve to demonstrate the scope of experience and understanding we have in connection with the type of work sought by the RFP. Please reference our response to Section 4.4.3 for a more representative list of our experience.

Case Study #1

During 2007 to 2009, Wolff & Samson was appointed by the United States Attorney for the District of New Jersey to monitor a major international orthopaedic device company pursuant to an 18-month term Deferred Prosecution Agreement between the United States Attorney and the company and a Monitor Agreement between Wolff & Samson and the company.

During this engagement, Wolff & Samson's attorneys audited and monitored various aspects of the company's business activities to ensure compliance with the Deferred Prosecution Agreement by engaging in a wide array of auditing and monitoring tasks and functions, including the following:

1. Comprehensive monitoring and oversight of the company's consulting activities and financial arrangements with its consultant physicians, against the backdrop of various health care laws and regulations, including the Federal Anti-Kickback Statute.
2. Initial investigation and analysis of the company's internal compliance structure, procedures and policies and consultant needs assessment programs and all related documents and files of the company. Initial review and assessment of the company's financial and human resources to meet compliance goals and objectives.
3. Development and implementation of more robust and effective compliance structure, procedures and policies, including changes to compliance personnel organizational structures and company manuals and policies.
4. Review, analysis and approval of company's existing and new consulting contracts with consultants to ensure compliance with requirements of the Deferred Prosecution Agreement, including applicable federal statutes.
5. Implementation and periodic review and analysis of company telephone and email hotlines for third party reporting of allegations of misconduct. Independent investigation of numerous internal and external allegations of breach of the Deferred Prosecution Agreement by the company and misconduct by company executives and representatives. Telephonic and in-person interview and investigation of various agents and representatives of the company and reporting of findings.
6. Review and oversight of the company's payment and reimbursement procedures and policies and requisite supporting documentation, and issue approval/disapproval of all payment/reimbursement requests by the company.

7. Daily interaction with company representatives on various compliance objectives and requirements under the Deferred Prosecution Agreement. Attend weekly telephone conferences and quarterly meetings with the United States Attorney and company representatives. Attend and monitor various company functions throughout the United States to review implementation of compliance requirements by company representatives.
8. Prepare and issue detailed quarterly reports to the United States Attorney analyzing and evaluating the company's efforts and progress with its compliance initiatives and fulfillment of requirements under the Deferred Prosecution Agreement – and provide recommendations for the company to improve on ineffective or failed compliance measures.
9. Review and provide feedback on the company's compliance educational training programs for employees and monitor development and implementation of improved programs.
10. Review and analysis of the company's research, charitable and clinical grant programs and policies, and issue approval/disapproval of grant payments to be made to charitable and for-profit organizations.

Case Study #2

The interface between federal monies and State implementation of the same provides many unique challenges, all relevant to the tasks proposed in the RFP.

From February 2010 through 2011, Lori Grifa, who will serve as the Partner/Principal for Pool 1 and a Subject Matter Expert for Pools 2 and 3, was charged with administering the State of New Jersey's \$120 million dollar energy relief program, funded by the United States Department of Energy ("USDoE"). While USDoE created and administered the guidelines for the program and disbursed the funds, it was incumbent on the State to monitor the local distribution of the funds and to ensure the appropriate utilization of such monies. This was done by employing and administering numerous field inspectors and monitors, who were charged with oversight of the work and the spending habits of third-party, non-profit contractors. Ms. Grifa had ultimate supervisory authority over all of the State inspectors and monitors, and was charged with reviewing their work product, making recommendations and regularly reporting the progress to the USDoE.

From September 2010 through December 2011, having obtained a total of nearly \$300 million in federal funds provided by the United States Department of Treasury for housing foreclosure relief for qualified state residents, Ms. Grifa supervised implementation of the program at the state level. This responsibility included creating an appropriate application to screen and identify worthy candidates for awards of federal monies and then the constant screening and monitoring to insure the integrity of the application and award process.

4.4.4.6 ADDITIONAL EXPERIENCE OF BIDDER

As described throughout this proposal, the Firms have substantial experience in interfacing with public agencies both at the state and federal level in the administration of monitoring/oversight programs. Beyond the substantial experience detailed at Sections 4.4.3 and 4.4.4.5, members of the Firms bring additional, relevant experience to this program.

Lori Grifa, who, as noted above, will serve as the Partner/Principal for Pool 1 and a Subject Matter Expert for Pools 2 and 3, has significant experience in grant management arising from her previous experience at the New Jersey Department of Community Affairs. While the commissioner there, Ms. Grifa oversaw 2,200 grant programs, involving nearly \$500 million.

Of particular relevance to this proposal, from September 2010 through December 2011, Ms. Grifa spearheaded state efforts to qualify for housing relief monies offered by the United States Department of the Treasury, for use by the State to provide foreclosure relief to deserving homeowners. In this regard, she supervised the application for the funds (which ultimately totaled a pool of \$300 million), the wholesale creation of an appropriate application for New Jersey homeowners seeking relief from this pool of funds, and the implementation of the program.

Additionally, from February 2010 through December 2011, Ms. Grifa oversaw the implementation of a \$120 million energy relief fund provided by the United States Department of Energy. Implementation challenges to the program included: implementing effective marketing strategies to ensure that only qualified homeowners received the funds provided by the program, and integrity monitoring to ensure that program providers engaged in smart spending practices with respect to the materials purchased with the funds and ultimately provided to the homeowner.

The Firms are confident that the experience of its members in these and other areas of relevance to the RFP make them uniquely qualified to provide related services to the Using Agencies.

4.4.4.7 FINANCIAL CAPABILITY OF THE BIDDER

Due to the confidential nature of this information, the Firms' financial information is attached as **Appendix D** hereto. We request that this financial information be redacted by the State pursuant to the exceptions to OPRA found at N.J.S.A. 47:1A-1.1.

As unaudited professional services firms, we do not maintain the requested documents, such as certified financial statements, or reviewed or compiled statements from an independent accountant or applicable notes. We respectfully submit representative information from Rothstein Kass and Wolff & Samson that reflects each firm's respective financial capacity and capability. Included for Rothstein Kass is a letter executed by its Chief Financial Officer that identifies the firm's general financial position in 2011 and 2012. Additionally, included in **Appendix D** for Wolff & Samson, we have provided its internally prepared balance sheet as of

December 31, 2012, together with a certification from the firm's Chief Executive Officer and Secretary/Treasurer.

4.4.5 PRICE SCHEDULE/SHEET

Per the RFP instructions, the Pricing Schedule is being provided in **Volume 3**.

4.5 DISCLOSURE

Rothstein Kass and Wolff & Samson are not aware of any past or current business relationships that they may have or had with the contractors providing service on State Contract G-8034 or G-8037, or any other consultant providing consulting services on disaster recovery services at this time.

APPENDIX A: JOINT RESPONSE AGREEMENT

AGREEMENT

THIS AGREEMENT (this "Agreement") is made this 30th day of May, 2013, by and between Rothstein Kass ("RK") and Wolff & Samson PC ("WS"; each, a "Firm" and collectively, the "Firms").

WHEREAS, the Firms desire to join together and seek a joint appointment to the State of New Jersey's Hurricane Sandy Disaster Recovery professional services provider pool for *Auditing and other Related Services in Support of Disaster Recovery (Hurricane Sandy)*;

WHEREAS, the Firms desire to prepare a joint response to the New Jersey Department of Treasury, Division of Purchase and Property Request for Proposal 14-X-23110 ("RFP"), which is due on May 31, 2013;

WHEREAS, it is anticipated that up to twenty (20) contracts in each of the following areas will be awarded: (1) Program and Process Management Auditing, (2) Financial Auditing and Grant Management, and (3) Integrity Monitoring/Anti-Fraud Services. As set forth in the RFP, Certified Public Accountants do not necessarily need to participate in the work involved in Pool 1; but should be participants in the work involved in Pools 2 and 3;

WHEREAS, the Firms agree to submit a response to the RFP that seeks appointment to Pools 1, 2 and 3;

WHEREAS, in the event of an appointment to any of the Pools, and one or more contracts ultimately are awarded, the Firms will receive payment from the State's allotment of funds provided by the United States Department of Housing and Urban Development, via the Community Service Block Grant Program; and

WHEREAS, the Firms desire to enter this Agreement to reflect their respective intention and commitment to jointly pursue pre-qualification and appointment to the provider pools.

NOW, THEREFORE, the Firms hereby agree as follows:

1. The Firms shall present a joint response to the RFP.
2. In the event of an award of one or more contracts to the Firms, each Firm agrees to comply with and perform its respective services pursuant to the requirements of any such awarded contracts. The Firms are committed to working together in a manner consistent with the goals and objectives of the RFP and any awarded contract.
3. The work each Firm performs pursuant to any awarded contract shall be separate so that accounting services provided by RK and legal services provided by

WS, as reflected in the rates submitted for their respective areas of work, shall be autonomous and not subject to direction of the other Firm, except that each Firm agrees to cooperate with the other Firm in the administration of each awarded contract and in reviewing submissions for compliance with the RFP and any awarded contract.

4. Neither Firm shall have supervisory or other authority over the other Firm's performance of its respective services under any awarded contract.

5. Each Firm will keep detailed time records of the services performed by such Firm and its representatives, the person engaged in such work and the time spent on each task and matter. The detailed records will be submitted, according to the process devised by the State of New Jersey, for payment.

6. All fees paid pursuant to an awarded contract, based on the rates for the elements of work submitted to and approved by the State of New Jersey, shall be paid to the Firm performing such services, without any fee sharing whatsoever between the Firms.

7. WS shall not receive payment for any services performed by RK, nor will RK share with WS any portion of the fees paid for services rendered by RK. RK shall not receive payment for any services performed by WS, nor will WS share with RK any portion of the fees paid for services rendered by WS. In the event either Firm receives fees that should otherwise have been paid to the other Firm, such Firm shall immediately forward such fees to the appropriate Firm.

8. Each Firm agrees to perform all further acts and things, and execute and deliver such further documents, as may be required by law or as the other party may reasonably require, to implement and/or give effect to this Agreement and the transactions contemplated by this Agreement.

9. This Agreement is not intended to create, and shall not be construed to create, any partnership, joint venture or any association for profit between WS and RK.

10. Each Firm shall bear its own costs and expenses relating to the transactions contemplated hereby, including without limitation, fees and expenses of legal counsel, accountants, consultants or other representatives for services provided in connection with the transactions contemplated hereby.

11. Each Firm hereby represents that this Agreement has been signed by a duly authorized officer of such Firm.

12. This Agreement constitutes the entire agreement between the Firms with respect to the subject hereof, and all prior agreements, negotiations and communications on such subject are hereby superseded.


13. This Agreement shall be binding upon and shall inure to the benefit of the Firms and their respective successors and assigns.

14. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New Jersey, without regard to its conflicts of laws principles.

IN WITNESS WHEREOF, the Firms have executed this Agreement as of the date set forth on the first page hereof.

WOLFF & SAMSON PC

ROTHSTEIN KASS

By: 
David L. Schlossberg

By: 
JOSEPH ZARKOWSKI

Dated: MAY 30, 2013

Dated: 5/30/13

CONFIDENTIAL – PLEASE MARK FOR REDACTION

APPENDIX B: REFERENCES

Ref #	Name	Title	Organization	Contact Information	Contracting Vendor
1.	[REDACTED]	[REDACTED]	Jackson Gilmour & Dobbs, PC	[REDACTED]	Rothstein Kass
2.	[REDACTED]	[REDACTED]	State of New Jersey Department of Environmental Protection	[REDACTED]	Rothstein Kass
3.	[REDACTED]	[REDACTED]	National Hockey League Players' Association	[REDACTED]	Rothstein Kass
4.	[REDACTED]	[REDACTED]	Renaissance Associates Ltd	[REDACTED]	Rothstein Kass
5.	[REDACTED]	[REDACTED]	Renaissance Associates Ltd	[REDACTED]	Rothstein Kass
6.	[REDACTED]	[REDACTED]	Strategic Asset Services LLC an H/2 Capital Partners Company	[REDACTED]	Rothstein Kass
7.	[REDACTED]	[REDACTED]	University Physician Associates of New Jersey	[REDACTED]	Wolff & Samson
8.	[REDACTED]	[REDACTED]	Somerset County	[REDACTED]	Wolff & Samson
9.	[REDACTED]	[REDACTED]	Arkwright Mutual Insurance Company	[REDACTED]	Wolff & Samson
10.	[REDACTED]	[REDACTED]	Meadowlands Hospital Medical Center	[REDACTED]	Wolff & Samson
11.	[REDACTED]	[REDACTED]	Children's Specialized Hospital	[REDACTED]	Wolff & Samson
12.	[REDACTED]	[REDACTED]	Continental Casualty Company	[REDACTED]	Wolff & Samson
13.	[REDACTED]	[REDACTED]	Meadowlands Hospital Medical Center	[REDACTED]	Wolff & Samson
14.	[REDACTED]	[REDACTED]	University Physician Associates of New Jersey	[REDACTED]	Wolff & Samson

APPENDIX C: RESUMES

The resumes included in this appendix are grouped for each respective firm.



Joseph Zarkowski, CPA

Principal

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jzarkowski@rkco.com

PRACTICES

- Internal Control Assessment
- Risk Assessments
- Service Organization Control (SOC) Reporting
- Sarbanes Oxley 404 Review and Testing
- Internal Audit Services

Joe Zarkowski is a principal in Rothstein Kass that heads up the Governance, Risk and Compliance practice, where he leads the Firm's Governance, Risk, and Compliance group. Joe specializes in Sarbanes-Oxley consulting services, outsourced internal audit, SOC attestations, risk assessments, business process re-engineering, forensic accounting, SEC compliance and advisory services to public and privately-held companies in various industries. In addition, he has extensive experience with regard to policies, procedures and compliance assessments. He is a frequent presenter and training evaluator for several professional organizations related to Governance, Risk and Compliance.

As a Principal, Joe is responsible for monitoring all project aspects; including managing the client relationship and ensuring that each project is assigned personnel that have the capabilities to fully execute the requirements of the project. In addition, Joe is responsible for developing training programs, implementing new service offerings and procedures, monitoring compliance topics impacting clients, and managing internal audit, Sarbanes Oxley, and SOC engagements.

Joe's work experience includes running the Accounting and Auditing departments for two CPA firms as well as their respective SEC practices. He has also served a variety of industries including financial services, energy and manufacturing. He has also served as an author and contributing editor to articles that appear in Rothstein Kass newsletters and publications as well as conducted webinars for the firm.

Joe has chaired various SEC and Corporate Governance committees for numerous international, national and local trade organizations. Joe has been recognized by Business News New Jersey's "40 under 40," a feature that spotlights 40 outstanding New Jersey business leaders under the age of 40, and he has appeared on regional news programs and print media discussing a variety of corporate governance matters.

REPRESENTATIVE EXAMPLES OF EXPERIENCE:

Due to the highly sensitive nature, specific entity names and contact information have been excluded and only a summary of the related work that was performed has been included below.

- Joe oversaw an internal control assessment project that involved the assessment of the financial, operational and technology areas for a hedge fund with more than \$5 billion in assets under management. The objective of this project was to identify control gaps, control weaknesses, and operational inefficiencies. The project included an in-depth assessment of the general ledger system. Based on the initial assessment, management of the hedge fund requested that the team perform a further evaluation of the security controls that would impact the wire transfer system that was under development. The team later provided training on how to utilize the functionality within their general ledger system.
- Joe oversaw all conventional audits and the IT and business SOX initiatives for a Fortune 300 Houston based gas pipeline, storage, and distribution company. The conventional audits included IT security, business continuity/disaster recovery, and regulatory impacting operational audits. In this project, Joe was responsible for monitoring regulatory changes that would impact the audits and initiatives. As a specific example, Joe was proactive by preparing and providing training on Auditing Standards 5 to management before the standard was finalized to ensure that the team was well versed and able to integrate the changes into their work programs in a timely manner. Additionally within this project, Joe also presented report findings and project status updates to the audit committee.

Rothstein Kass

EDUCATION

- William Paterson University of New Jersey – Wayne, NJ (B.A. – Accounting, 1990)

CERTIFICATIONS

- Certified Public Accountant (CPA) licensed in both New Jersey and New York

MEMBERSHIPS/AFFILIATIONS

- American Institute of Certified Public Accountants (AICPA)
- New Jersey Society of Certified Public Accountants (NJSCPA)
- Institute of Internal Auditors (IIA)



Mark Bednarz, CPA, CFE, CISA

Director

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Fax (917) 438-3987

mbednarz@rkco.com

PRACTICES

- Risk Management
- Technology Audits
- Forensic Audits
- Regulatory Compliance

Mark Bednarz is a Director within Rothstein Kass' Governance, Risk and Compliance Group. Mark's 19 years of experience has included internal audit, business reengineering, forensic accounting, Oracle implementations, Sarbanes-Oxley, SEC reporting, service organization control (SOC) reporting attestations and risk assessments. Mark's experience includes forensic accounting, fraud risk assessments and IT risk management. Currently, he is working on a forensic accounting project for a New York City based internet company.

Mark was a training evaluator for the Information Systems Audit and Control Association (ISACA) as well as a frequent speaker at MIS Training Institute, ISACA, and The Institute of Internal Auditors. Some the topics include Fraud Risk Assessments, Social Media, and New Products and Services for 2013. Mark also contributes many thought leadership topics on emerging risks and risk management. In fact, Rothstein Kass has recently issued his paper called "Data Governance Enables Compliance in a Changing Regulatory Environment".

REPRESENTATIVE EXAMPLES OF EXPERIENCE:

Due to the highly sensitive nature, specific entity names and contact information have been excluded and only a summary of the related work that was performed has been included below.

- Mark performed forensic accounting and internal audit engagements for a Fortune 200 energy company. During these engagements, he performed the following tasks and functions:
 - Performed investigation and analysis of company records and financial statements
 - Inspected general ledger accounts for inappropriate accounting treatments
 - Conducted fact finding interviews with key members of management
 - Audited a multi-million capital project for a gas refinery to ensure that the bidding process was in accordance with company policies and expenses were properly approved and recorded
 - Audited the company's travel and expense reimbursement process and policies, reviewed supporting documentation, and issued an internal audit report to the Audit Committee with findings and recommendations
 - Performed purchasing card audits to identify fraudulent activities and non-compliance with company policies and procedures
 - Identified management oversight and system configurable controls for monitoring activities and enforcing rules to promote compliance
 - Performed walkthroughs of key processes and identified existing controls, control gaps and weaknesses
 - Provided recommendations for addressing internal control breakdown
 - Evaluated segregation of duties within manual and system processes
 - Identified the audit universe and created a three year internal audit plan
- Regularly lead and perform compliance audits in order for clients to meet their regulatory requirements under SEC, NFA, and FINRA rules or guidelines.

EDUCATION

- Stevens Institute of Technology – Hoboken, N.J. (M.S. – Information Systems, 2010)
- Fairleigh Dickinson University – Rutherford, N.J. (B.S. – Accounting, 1994)

CERTIFICATIONS

- Certified Public Accountant - New Jersey and New York
- Certified Information Systems Auditor
- Certified Fraud Examiner



Kevin Beirne, CFE

Director

Phone (917) 438-3904

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PRACTICES

- Litigation & Forensic Accounting
- Dispute Advisory

Kevin Beirne is a Director in the Litigation & Forensic Accounting practice. Kevin has approximately 15 years experience providing investigative, dispute advisory and other consulting services to clients in a broad range of industries. He has assisted attorneys and clients in business disputes by performing financial, accounting and operational analyses. Kevin's project experience also includes forensic accounting assignments and fraud investigations requiring the reconstruction of complex financial records. He has also developed and instructed courses on fraud and forensic accounting. Kevin has testified in federal court and has also provided deposition testimony related to financial investigations he has performed.

Kevin's forensic accounting experience includes the investigation of the collapse of a billion dollar hedge fund; the embezzlement by a senior banker from a major international bank; a \$2 billion Ponzi scheme; SIPC liquidations; collusion against an international conglomerate; embezzlements from several high profile entertainers; and asset misappropriations from non-profit entities.

Kevin has also been involved in several forensic accounting contracts awarded to Renaissance by the Department of Justice Criminal Division's Fraud Section, including assisting the Foreign Corrupt Practices Act Unit with multiple ongoing investigations. He has been cleared to work for the U.S. Government by the Department of Justice Criminal Division and has access to the USDOJ Relativity site.

Kevin's litigation assignments have included the assessment and calculation of damages in royalty disputes, copyright and patent infringement matters, theft of trade secret matters, breach of contract disputes, antitrust matters, tax disputes, shareholder and post-purchase price disputes, and wrongful death complaints.

Kevin has also provided contractual compliance and verification procedures on behalf of clients across a number of industries, including serving as an advisor on a recurring basis to the players' association for one of the major professional sports leagues to assess compliance with the terms of the Collective Bargaining Agreement.

REPRESENTATIVE EXAMPLES OF EXPERIENCE:

Due to the highly sensitive nature, specific entity names and contact information have been excluded and only a summary of the related work that was performed has been included below.

- Involved in several forensic accounting contracts awarded by the Department of Justice Criminal Division's Fraud Section assisting with multiple ongoing investigations. Kevin has been cleared to work for the U.S. Government by the Department of Justice Criminal Division and has access to the USDOJ Relativity site.
- Investigated allegations of overcharges billed to agencies of the U.S. government, under the False Claims Act, including a forensic reconstruction of purchase and sales transactions, and calculation of profitability related to numerous government contracts.
- On behalf of counsel to the largest franchisee in a retail franchise system, performed forensic accounting and investigative procedures to defend against a civil fraud suit alleging, among other things, asset misappropriation and embezzlement of millions of dollars. Participated in numerous interviews and assisted in preparation for mediation.

- Led the engagement team in the preparation of an expert report and related calculation of financial losses suffered by an insurance agency as a result of alleged fraudulent activities of several independent brokers and agents, specializing in surety bonds.
- Investigated allegations of self-dealing by a principal of a talent and business management firm, including the embezzlement of funds from a prominent music entertainer.
- Performed an investigation into the embezzlement of more than \$70 million from an international bank, by a private banker responsible for the accounts of high net-worth individuals. The procedures performed included a review of over 20 customer accounts, which resulted in the identification of several bank accounts where funds were diverted to. A reconstruction of activity for these bank accounts was performed, identifying the sources and uses of the embezzled funds. Additionally, a substantial independent account confirmation exercise was also performed.
- Assisted a hedge fund and its manager to defend against a series of claims in arbitration, including breach of contract, brought by an investor who lost a significant amount of money in a fund of fund. Procedures included the calculation and review of performance over a five year period, at the fund level, investor level, and security level, for select securities. Coordinated closely with the administrator to obtain and analyze historical information.
- Reconstructed seven years of approximately \$1 billion of real estate financing and sales activity, and associated breach of contract damages to the minority shareholder in a national network of retail malls.
- Prepared a court appointed accounting for ten years of transaction activity on behalf of the Defendant in a dispute over alleged breach of contract and fraud in connection with a family owned real estate holding company. Procedures included the reconstruction of financial activity from manual ledgers and electronic files; the preparation of unaudited financial statements; and the testing of select transactions to determine the true business purpose and nature of such transactions.
- On behalf of a private equity firm, performed an investigation at a portfolio company into allegations brought by an anonymous whistleblower of improper revenue recognition in connection with multimillion dollar manufacturing contracts. Procedures included numerous employee interviews and the review of supporting documentation and reconstruction of activities and accounting related to several contracts.
- Investigated allegations of expense report abuse, by senior level employee of a New Jersey based consumer products company. Interviewed company management to understand policy and review of policy in effect over a period of five years. Reviewed expense reports and related supporting documentation for employee in question over a period of five years. Analysis included the identification of questionable expenses submitted for reimbursement, and quantification and classification into categories of type and nature of expense policy abuse.
- Prepared a complex prejudgment interest calculation for a national retail clothing chain involved in litigation with their insurance carrier over the reimbursement of over \$1 million in legal fees related to the defense of a securities class action lawsuit. Submitted an affidavit in the matter.
- On behalf of the seller, served as consulting expert for the calculation of a purchase price adjustment in a dispute between the buyer and seller of a \$30 million interest in a real estate investment management company. Coordinated with opposing counsel and accountants to review the calculation and agree on an adjustment amount.
- On behalf of a major international financial institution named as Defendant in a suit involving their role in an alleged tax shelter, analyzed the damages claim (in excess of \$1B), and provided rebuttal points by components of the claim. The work included a review of the IRS Closing Agreement and the related tax treatment of transactions in question.
- Prepared a rebuttal expert report on behalf of counsel to a Fortune 100 international manufacturing conglomerate, in defense of a multi-faceted allegation of damages from product liability and related construction delay claims.
- Assisted in the preparation of an expert report to calculate the rate of return from an investment in a hedge fund, on behalf of a life insurance company, to defend it against claims alleging the mismanagement of an

investment of premiums from Bank Owned Life Insurance (“BOLI”) products.

- In a family dispute between shareholders in a real estate management company, performed a reconstruction of bank account activity, identifying sources and uses of funds; ultimately resulting in the identification of several million dollars in misappropriated funds by one family member.
- Performed investigation on behalf of the Cayman based Directors of a billion dollar hedge fund that collapsed and was the subject of an SEC investigation into an alleged fraudulent scheme involving misrepresentations to investors concerning the value and performance of the funds.
- On behalf of an established cable television operator facing allegations from a smaller operator of anti-trust violations, assessed potential damages and prepared a lost profit analysis under multiple scenarios to aid in settlement negotiations.
- On behalf of a Fortune 50 international conglomerate, performed a multinational investigation and prepared a Proof of Loss for a fidelity claim in connection with a \$50 million fraud perpetrated against the Company. The fraud resulted from collusion between a Country Manager and several independent doctors, hospitals, and medical clinics who obtained multimillion dollar medical equipment at significant discounts and without the proper credit approvals. It was also determined through the investigation that the Country Manager had an undisclosed interest in several of the entities.
- Prepared a calculation of lost profits, under several scenarios, in defense of a copyright infringement and misappropriation of trade secrets claim, brought by a software developer against a leading information services and technology company over the alleged inappropriate use of software under a series of licensing agreements.
- Performed two investigations on behalf of the court-appointed Trustee into the misappropriation of client funds from registered broker-dealers, as part of the liquidation process pursuant to the Securities Investor Protection Act. Significant forensic procedures were performed, including: securing the electronic environment and reviewing electronic records; reconstructing customer account activity and cash flow; and calculation of the loss amount, by customer, by year, and under several scenarios, as directed by counsel.
- Calculated damages in a breach of contract matter between a major bank and a real estate conglomerate requiring the reconstruction of financial activity over a multi-year period to quantify revenues from a portfolio of vacation properties.
- Performed an investigation of a \$2 billion Ponzi scheme which included assisting the court appointed Trustee in an investigation into the fraud and the identification and recovery of diverted investor funds, and coordinating with Federal law enforcement agencies - including the U.S. Attorney's Office, FBI, IRS Criminal Investigation Division, and SEC Enforcement - as well as litigation and bankruptcy counsel to the trustee. Procedures included the identification of over 50 related hidden companies, tracing of investor funds and transfers between entities and to third parties as well as funds converted to other assets for recovery by the estate.
- Investigated the misappropriation of funds by the Finance Director on behalf of the Board of Trustees of a not-for-profit membership organization dedicated to preserving, interpreting and fostering interest in the architectural, historical, and cultural heritage of the upstate NY region.
- Assisted counsel to an international fertilizer broker in a longstanding multimillion dollar dispute with the IRS, including a forensic reconstruction of a series of complex barter transactions over multiple years and the preparation of recast financial statements. Presented findings to the IRS Agent in charge of the case.
- Assisted counsel to a plaintiff to perform financial analysis in a copyright infringement matter, including a review of books and records of several entities to calculate sales and revenue over a multiyear period in connection with the invention of a proprietary product that was being adapted and sold by a number of defendants.

CONTRACTUAL COMPLIANCE AND VERIFICATION PROCEDURES

- On a recurring basis, on behalf of the players' association for one of the major professional sports leagues, assess compliance by the league's teams with the terms of the Collective Bargaining Agreement.

Rothstein Kass

- On behalf of the franchisor of several fast-casual restaurant brands, performed a system fee audit of several franchisees to ensure appropriate royalty amounts were paid, pursuant to the franchise agreement.
- On behalf of a major international bank, performed procedures to verify the appropriate contractual interpretation and related monthly calculations in connection with the bank's role as Trustee and Administrator to several investment funds consisting of pools of mortgage backed securities.

TESTIMONY EXPERIENCE

- Deposition, Beacon Hill Asset Management, LLC, hedge fund failure (2007)
- Deposition, Donahue Securities, Inc., SIPC liquidation (2005)
- 3D, Ltd. V. Crown Roll Leaf, Inc., Federal District Court, Newark, NJ, copyright infringement matter (1998)

EDUCATION

- Villanova University – Villanova, PA (B.S. Business Administration, Major: Finance, magna cum laude)

MEMBERSHIPS/AFFILIATIONS

- Association of Certified Fraud Examiners
- Associate member of the American Bar Association



Scott Mahoney, CISA, CRISC

Manager

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PRACTICES

- Risk Management
- Operational, Financial and Technology Audits
- Regulatory Compliance
- Policy and Procedure Assessment & Development
- Process assessments and re-engineering

Scott Mahoney is a Manager in Rothstein Kass' Governance, Risk and Compliance Group. Scott has 13 years of experience that includes risk assessments, internal audit, policy and procedure development, compliance monitoring, process assessments and reengineering, system implementation support and reviews, Sarbanes-Oxley compliance, and service organization control (SOC) reporting.

In his role, Scott is required to effectively manage all aspects of projects including the budget, deliverables, personnel, and most importantly communication between the various stakeholders. His primary responsibilities include managing client relationships, identifying and quantifying financial, operational, and IT related risks, documenting processes, facilitating meetings and interviews with client personnel, writing reports that identify the results of the engagement, and coordinating and facilitating meetings to ensure that time is effectively utilized and objectives are met.

Scott's broad accounting, IT, and general business experience provides a unique skill set that enables him to better understand complex problems to assist organizations in identifying and resolving issues. His organizational assessments typically are centered on process evaluations that include identifying risk and mapping the risk to controls that are embedded within the established processes. Following the identification of controls, Scott develops test plans to adequately test the operational effectiveness of those controls that are deemed key to maintaining the integrity of the operations. These internal control evaluations are typically performed with the goal of meeting regulatory requirements and identifying process weaknesses. As a result, he is responsible for having a clear understanding of the regulatory requirements that the internal controls are meant to address and ensure that the controls, tests, and final report support the conclusion.

Scott has been performing compliance evaluations on various levels, complexity, and related compliance issues throughout his career. His background ranges from health information (HIPAA), Medicare reporting, Sarbanes-Oxley 404, Custody Rule, CFR 21 Part 11, SEC, and FFEIC compliance issues. His strong analytic abilities, attention to detail, and willingness to identify additional sources of information, enables him to comprehend complex regulatory compliance topics.

REPRESENTATIVE EXAMPLES OF EXPERIENCE:

Due to the highly sensitive nature, specific entity names and contact information have been excluded and only a summary of the related work that was performed has been included below.

- Scott led a \$250,000+ project to assist a bank in evaluating and enhancing their compliance program after they had received a memorandum of understanding (MOU) that was issued by the Federal Deposit Insurance Corporation (FDIC) for lack of oversight and compliance with existing regulatory requirements. This required an assessment of the full operations including handling of funds received and withdrawn, accounts payable, and compliance with FDIC, State of New Jersey Department of Banking and Insurance (NJDOBI), and related requirements. Following completion of the initial project, worked as a liaison between the client and the FDIC and NJDOBI as they re-assessed the operations and compliance of the bank. Following the FDIC and NJDOBI's evaluation, the MOU was lifted.
- Scott led the IT internal audit for an organization both prior to and following their Initial Public Offering (IPO).

This project required Scott to integrate the audit with the internal financial audit team, as well as coordinate with the external audit team to ensure that their requirements were being met. In his role, Scott performed process walkthroughs to identify the processes, drafted preliminary policies and procedures based on the established processes. Scott also performed application, Information Technology (IT), entity level, and financial control testing. As a component of this project, Scott was responsible for writing the final report to identify issues and recommendations to enhance the process controls.

- Both responsible for leading and executing a project for a financial institution to evaluate their operational, financial, and IT processes and document the risk and controls associated with those processes. Following completion of the risk assessment and identifying gaps in the process, identified recommendations for the client to enhance their environment. Following enhancements performed by the client, audited the processes to determine if they were operating as defined. Following the audit, assisted the client in documenting the processes in formal policies and procedures. Presented the results of each phase of the project to executive management of the organization to ensure they were aware of the project status, along with any issues and findings.
- Led a segregation of duties project for a multi-billion dollar pharmaceutical company to assist them in the identification of tasks to segregate the functions available to personnel within their enterprise resource planning (ERP) system. The project involved coordinating the efforts to implement an additional module within the system and identifying the business functions that created a potential conflict among an individual's responsibilities. Following identification of the conflicting functions, worked with the client's IT team to analyze the system and processes to determine what functions could realistically be restricted within the system and worked with the company's various departments to identify or recommend enhancements to the control environment to develop manual controls where system functionality could not be appropriately mitigate the segregation of duties risk.
- Led numerous engagements of various sizes and complexities that required an evaluation of internal processes, controls, and financial records to identify operational inefficiencies, inconsistent records, and other issues.

EDUCATION

- McCallum Graduate School of Business, Bentley University – Waltham, MA (M.B.A. with a concentration in Management, 2003)
- Bentley University – Waltham, MA (B.S. – Accounting Information Systems, 2000)

CERTIFICATIONS

- Certified Information Systems Auditor (CISA)
- Certified in Risk and Information Systems Control (CRISC)

Willie Cabreja, CPA

Senior Associate

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PRACTICES

- Internal Control Assessment
- Risk Assessments
- Service Organization Control (SOC) Reporting
- Sarbanes Oxley 404 Review and Testing
- Internal Audit Services

As a member of Rothstein Kass' Governance, Risk and Compliance group, Willie Cabreja provides professional audit, assurance, and consulting services to a variety of organizations with a focus in the areas of forensic reviews, internal control audits, Sarbanes-Oxley (SOX) assurance services, service organization control (SOC) reporting attestations and risk assessments, and investor asset confirmation.

Willie is also responsible for assessing the risk related to client's controls and overall control framework, assessing operational and IT processes and controls, and identifying gaps and weaknesses of controls that have been implemented to ensure accuracy of financial reporting. He has also worked on Sarbanes Oxley assignments which included the following:

- Assessing financial operational risks
- Detailed testing of financial activities
- Identification of process gaps
- Documenting and communicating recommendations
- Report writing

In addition to the above Willie's extensive experience has allowed him to provide audit assistance in verification and evaluation of risk management controls and identification of enhancements for efficiencies in the areas of equity and equity derivative securities controls; non-standard products reviews; debt instruments processing and documentation; security price verification; fixed income products; operations processes; profit and Loss and balance sheet management.

REPRESENTATIVE EXAMPLES OF EXPERIENCE:

Due to the highly sensitive nature, specific entity names and contact information have been excluded and only a summary of the related work that was performed has been included below.

- Worked as a member of the Internal Audit Group for one of the biggest banks in the United States and provided assistance in the review of the banks Broker Dealers internal governance controls, investment trade monitoring, position pricing, and reconciliations.
- Participated in emerging risk driven projects, annual Fannie Mae/Freddie Mac Reviews for Mortgages, and other special reviews including Repo 105 reviews and other projects assisting external parties such as self regulatory organizations (i.e. FINRA) and external counsel.
- Used a risk based approach to rate controls and processes to determine the project scope, coordinate process understanding walkthroughs, and develop flows to include key controls, data inputs/outputs and the relevant applications.
- Validation of internal control for application and effectiveness to identify or confirm that related risks are acceptably monitored and mitigated, and controls are compliant with the relevant rules and regulations.
- For a multitude of financial institutional clients, responsible for evaluating the operational, financial and IT processes and documenting the risk, controls, and gaps associated with those processes.

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- Identify recommendations for enhancements of client controls and control environments as a whole, and perform testing of process enhancements following their implementation into the control environment.
- Facilitate the client in documenting their processes in formal policies and procedures.
- Performed forensic audit reviews for small and mid-size companies to ensure proper completion of insurance claims for damages, and reviewed documentation to determine if the amounts were consistent with the client insurance claims.

EDUCATION

- Johnson & Wales University – Providence, RI (B.S. – Accounting with concentrations in Law and American History, 2003)

CERTIFICATIONS

- Certified Public Accountant (CPA), 2011

MEMBERSHIPS/AFFILIATIONS

- American Institute of Certified Public Accountants (AICPA)
- New York State Society of Certified Public Accountants (NYSSCPA)
- American Latino Professionals in Accounting and Finance (ALPFA)

Jae J. Lee

Senior Associate

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PRACTICES

- Internal Audit Services
- Risk Assessments
- Sarbanes-Oxley Compliance
- Service Organization Control (SOC) Reporting
- Royalty Audits
- Accounts Receivable Functions

Jae Lee is a Senior Business Associate with Rothstein Kass' Governance Risk and Compliance group. Jae has four plus years of experience in advising external and internal clients in the areas of internal controls, risk management, and business processes.

At Rothstein Kass Jae specializes in internal audit, Sarbanes-Oxley, internal controls consulting, SSAE 16 reporting (previously referred to as SAS 70 reporting), and royalty audits. In this role, Jae is responsible for the following:

- Creating, leading, and executing SSAE 16, Sarbanes-Oxley, and/or internal audit programs
- Conducting operational, financial and system risk assessments
- Establishing and maintaining effective relationships with clients, management, and other third parties
- Discussing audit issues and findings with client management to develop business-focused recommendations to strengthen control gaps or weaknesses
- Performing ad-hoc audits and consulting engagements as warranted.

PREVIOUS PROFESSIONAL EXPERIENCE

Prudential Financial, Newark, NJ

Staff II Auditor – Corporate Internal Audit Group, June 2009 – August 2011

Typically work independently on general assignments and under the direction of a more experienced auditor on more complex assignments.

Key Performance Objectives

- Performed audits, risk assessments, and internal control reviews primarily in the company's corporate functions
- Prepared risk assessment matrices that accurately and concisely capture key risks, controls and monitoring mechanisms which link to the business objective being analyzed
- Designed audit program test steps that link the controls identified in the risk assessment matrix
- Executed testing of internal controls and documented results in lead sheets
- Communicated exceptions and issues to the lead auditor and documented them for reporting and presentation purposes

LG Chem. Americas, Englewood, NJ

Accounts Receivable Specialist, June 2007 – Sept 2007

Perform all Accounts Receivable functions for a global manufacture, supplier, and exporter of petrochemical goods, IT&E Materials and Energy Solutions.

Key Performance Objectives

- Communicated with clients to notify them of outstanding receivables
- Maintained and tracked accounts receivable balances
- Performed account reconciliations

Rothstein Kass

- Deposited and allocated payment receipts
- Posted wire transfer and down payments on SAP

EDUCATION

- Rutgers, The State University of New Jersey, Rutgers Business School (B.S. – Accountancy, 2009)



LORI GRIFA

Member of the Firm

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PRACTICES

- Regulatory Affairs

Lori Grifa rejoined Wolff & Samson as chair of the Regulatory Affairs Group after having served in Governor Chris Christie's Cabinet as the commissioner of the New Jersey Department of Community Affairs (DCA) from 2010 to 2012. During her tenure, Lori also chaired the New Jersey Meadowlands Commission, the New Jersey Redevelopment Agency, the New Jersey Council on Affordable Housing and the New Jersey Housing Mortgage Finance Agency, creating approximately 3,000 units of affordable housing during this period.

While serving as commissioner of the DCA, Lori managed 2,200 annual grant programs involving nearly \$500 million. Of note, Lori supervised the application for approximately \$300 million in United States Department of the Treasury funds earmarked for providing foreclosure relief to deserving homeowners, creating an appropriate application for New Jersey homeowners and establishing the program. She also oversaw the implementation of a \$120 million energy relief fund provided by the United States Department of Energy and was responsible for supervising the monitoring of the funds' distribution.

As head of Wolff & Samson's Regulatory Affairs Group, Lori handles matters involving administrative and regulatory law, as well as government affairs, before the New Jersey Departments of Banking and Insurance, Education, Environmental Protection, Labor, Transportation and Treasury, as well as the state's professional licensing boards.

Even before serving in Governor Christie's Cabinet, Lori applied her deep experience in both the public and private sectors to her law practice at the firm; she continues to use that knowledge and insight to craft solutions to the problems faced by licensed and regulated businesses.

From 2002-2003, Lori served as chief of staff to New Jersey Attorney General David Samson. In that capacity, she was responsible for managing the New Jersey Department of Law & Public Safety, a department then comprised of more than 9,500 employees (including 800 attorneys), as well as for the civil representation of the State of New Jersey and overseeing the state's criminal prosecution efforts.

Before joining Wolff & Samson in 1997, she was a special assistant district attorney in the Homicide Investigation Unit of the New York County District Attorney's Office for two years and a senior assistant district attorney in the office of the Brooklyn District Attorney from 1989-1997, where she specialized in homicide and gang-related prosecutions.

Lori has received appointments by the Chief Justice of the New Jersey Supreme Court to a number of important attorney committees, including the Committee for Women and the Courts and the State Domestic Violence Working Group. She also served as a member of the District V Attorney Ethics Committee from 2008 to 2010.

She is listed in *The Best Lawyers in America* in the area of Administrative Law. She has twice been named by *NJBIZ* as one of New Jersey's "50 Most Powerful People in Real Estate," and in 2008 she was named by *NJBIZ* as one of New Jersey's "Best 50 Women in Business." She has received Martindale Hubbell's highest AV® rating.

Lori served as law clerk to Judge Elbert Tuttle of the Superior Court of Massachusetts.

EDUCATION

- Boston College Law School (J.D., 1988)
- Rutgers, The State University of New Jersey (B.A., *cum laude*, 1985) Henry Rutgers Thesis Scholar, member, *Phi Beta Kappa*

BAR & COURT ADMISSIONS

- New Jersey, 1989

- New York, 1989
- District of Columbia, 1991
- Massachusetts, 1989
- United States Court of Appeals, Third Circuit, 2002
- U.S. District Court, District of Massachusetts, 1989
- U.S. District Court, District of New Jersey, 1989
- U.S. District Court, Eastern District of New York, 1998
- U.S. District Court, Southern District of New York, 1998

MEMBERSHIPS/AFFILIATIONS

- Advisory Council to the New Jersey Juvenile Justice Commission Chairperson, 2005 to 2009
- American Bar Association
- DARE NJ Board of Directors, 2002-2007
- Essex County Bar Association
- Habitat for Humanity Board of Directors, Newark, 2008-2010
- New Jersey Supreme Court Committee State Domestic Violence Working Group, 2007-2010
- New Jersey Supreme Court Committee for Women in the Courts 2002-2006
- New Jersey Supreme Court District V-A Ethics Committee 2008-2010
- New Jersey Women Lawyers Association
- Trial Attorneys of New Jersey Board of Trustees, 2003-2006



JUNIE HAHN

Member of the Firm

Phone (973) 530-2069

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jhahn@wolffsamson.com

PRACTICES

- Corporate Internal Investigations and Monitoring
- Corporate and Securities
- Banking and Finance

Junie Hahn is a member of Wolff & Samson's Corporate Internal Investigations and Monitoring, Corporate and Securities, and Banking and Finance Groups. He has extensive experience in a wide range of corporate transactions, including mergers and acquisitions, commercial finance, general corporate counseling and corporate investigations.

Junie's experience includes the representation the federal monitor of a major international orthopaedic device company pursuant to an 18-month term Deferred Prosecution Agreement between the United States Attorney and the company and a Monitor Agreement between Wolff & Samson and the company. During this engagement, Junie was involved in the audit and monitoring of various aspects of the company's business activities to ensure compliance with the Deferred Prosecution Agreement by engaging in a wide array of auditing and monitoring tasks and functions, including the following :

- Comprehensive monitoring and oversight of the company's consulting activities and financial arrangements with its consultant physicians, against the backdrop of various health care laws and regulations, including the Federal Anti-Kickback Statute.
- Initial investigation and analysis of the company's internal compliance structure, procedures and policies and consultant needs assessment programs and all related documents and files of the company. Initial review and assessment of the company's financial and human resources to meet compliance goals and objectives.
- Development and implementation of more robust and effective compliance structure, procedures and policies, including changes to compliance personnel organizational structures and company manuals and policies.
- Review, analysis and approval of company's existing and new consulting contracts with consultants to ensure compliance with requirements of the Deferred Prosecution Agreement, including applicable federal statutes.
- Implementation and periodic review and analysis of company telephone and email hotlines for third-party reporting of allegations of misconduct. Assist project team members with independent investigation of numerous internal and external allegations of breach of the Deferred Prosecution Agreement by the company and misconduct by company executives and representatives.
- Review and oversight of the company's payment and reimbursement procedures and policies and requisite supporting documentation, and issue approval/disapproval of all payment/reimbursement requests by the company.
- Daily interaction with company representatives on various compliance objectives and requirements under the Deferred Prosecution Agreement. Attend weekly telephone conferences and quarterly meetings with the United States Attorney and company representatives. Attend and monitor various company functions throughout the United States to review implementation of compliance requirements by company representatives.
- Prepare and issue detailed quarterly reports to the United States Attorney analyzing and evaluating the company's efforts and progress with its compliance initiatives and fulfillment of requirements under the Deferred Prosecution Agreement – and provide recommendations for the company to improve on

ineffective or failed compliance measures.

- Assist project team members with review and feedback on the company's compliance educational training programs for employees and monitor development and implementation of improved programs.
- Review and analysis of the company's research, charitable and clinical grant programs and policies, and issue approval/disapproval of grant payments to be made to charitable and for-profit organizations.

Junie has been listed in *The Best Lawyers in America* in the area of Corporate Law since 2010. In addition, the *New Jersey Law Journal* named Junie to its 2008 "40 Under 40" listing of the top young attorneys in New Jersey.

In 1998, Junie served as law clerk to the Honorable C. Judson Hamlin of the Superior Court of New Jersey, Chancery Division (General Equity), Middlesex County.

EDUCATION

- Rutgers University School of Law - Newark (J.D., 1997)
- Rutgers, The State University of New Jersey (B.A., 1993)

BAR & COURT ADMISSIONS

- New Jersey
- New York



JOHN O. LUKANSKI

Member of the Firm

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NY Phone (212) 973-0572

jlukanski@wolffsamson.com

PRACTICES

- Corporate Internal Investigations and Monitoring
- Securities Litigation and Regulation
- Litigation
- Restrictive Covenant, Trade Secret and Unfair Competition

John Lukanski represents clients in regulatory investigations and enforcement proceedings initiated by the Securities and Exchange Commission (SEC), Financial Industry Regulatory Authority (FINRA), and state regulators, as well as internal reviews, litigations and arbitrations. John counsels clients on best practices and industry trends, supervision, and compliance with industry rules and firm policies and procedures, in addition to regulatory reporting obligations. Clients also consult John for enhancements to their policies and procedures, and for training.

The types of matters John has handled include:

- Representing an accounting firm in an SEC investigation into audits of SEC registrants based in the People's Republic of China
- Representing a client in parallel FINRA and U.S. Attorney investigations into an alleged unauthorized currency exchange and money laundering of foreign currency
- Representing a client in an SEC investigation into insider trading
- Representing a client in parallel FINRA and state investigations into unauthorized trading and investments made with the proceeds of non-purpose loans
- Representing a client in various unrelated FINRA enforcement investigations involving structured notes, exchange traded funds and foreign currency transactions
- Representing a client in various unrelated FINRA enforcement investigations involving the creation of false performance reports, unapproved sales literature, advertising issues and unapproved third party research
- Representing a client in an NASD Enforcement (now FINRA) investigation into variable annuity sales
- Representing a client with regard to its advisory practice and ADV disclosures
- Representing a client in multiple matters involving the use of fee-based brokerage accounts
- Representing a client in an investigation by the New Jersey Bureau of Securities related to sales of high-yield securities
- Representing broker-dealers nationwide in FINRA arbitrations and related litigations involving sales practice related claims by customers
- Representing broker-dealers, private banks and commercial banks nationwide in recruiting disputes, including applications for injunctive relief and arbitrations, and related employment claims and promissory note disputes
- Representing a crude oil derivatives trader in litigation regarding garden leave and other restrictive covenant clauses

Throughout his career, John has also demonstrated versatility by handling a wide spectrum of commercial litigation matters. Some of the diverse matters include:

- Representing a celebrity radio host in parallel federal and state litigation with his former employer involving claims of trademark infringement and non-compete claims
- Representing a railroad in litigation involving easements in real estate

- Representing a major New Jersey casino in a regulatory proceeding involving surveillance and security procedures
- Handling numerous, contentious litigations involving disputes in a family-owned business

John serves on the firm's Diversity and Pro Bono committees.

EDUCATION

- Vanderbilt University Law School (J.D., 1998)
- Seton Hall University (B.S., *magna cum laude*, 1995)

BAR & COURT ADMISSIONS

- New Jersey, 1998
- New York, 1999
- United States Court of Appeals for the Second Circuit, 2003
- United States Court of Appeals, Third Circuit, 2003
- U.S. District Court, District of New Jersey, 1998
- U.S. District Court, Southern and Eastern Districts of New York, 2000
- U.S. District Court, Eastern District of Michigan, 2003

MEMBERSHIPS/AFFILIATIONS

- New Jersey State Bar Association -- Securities Litigation and Regulatory Enforcement Committee member



MICHELLE A. SCHAAP

Member of the Firm

Phone (973) 530-2026

Fax (973) 530-2226

mschaap@wolffsamson.com

PRACTICES

- Corporate and Securities
- Construction

Michelle Schaap represents a varied client base that ranges from *Fortune* 500 companies to smaller, closely held businesses. She practices primarily in the areas of corporate law, construction law, technology law and commercial transactions.

Michelle represents entities in multimillion-dollar acquisitions and sales, and also counsels small enterprises in the growth and development of their businesses. In addition, she negotiates employment agreements, separation agreements and restrictive covenants, and has been involved in several customs compliance related matters

Michelle devotes much of her practice to the negotiation of complex construction-related agreements, including construction management, architect and design-build agreements. Her experience includes extensive projects, including a multimillion-dollar biotech research facility, design-build agreements for various amusement rides, and working with various clients to develop form agreements for planned expansion. To complement her extensive experience in this field, Michelle recently earned her construction project management certification.

While serving as in-house counsel at Toys "R" Us, Michelle oversaw, managed and monitored the company's retention of, and relationship with, outside counsel for all of the company's real estate, commercial and intellectual property litigation matters. Michelle selected counsel, monitored and managed strategies, and managed the litigation budget for each case. She also implemented various strategies to reduce the company's litigation budget. Michelle developed and revised the company's form agreements for its consulting, vendor and shipping relationships, saving the company hundreds of thousands of dollars during her tenure with the company.

Michelle's representative transactions include:

- Acquisition by employees of a division of a publicly traded entity (\$1.9 million)
- Sale of a software developer to a major technology rollup entity (\$60 million)
- Negotiation of a construction management agreement for a major retail center (\$250 million)
- Negotiation of a construction agreement for a performing arts center (\$35 million)
- Negotiation of an agreement for fabrication and installation of major amusement rides (\$35 million)
- Negotiation of non-disclosure and non-circumvention agreements
- Negotiation of leasing and power purchase agreements for solar power facilities
- Negotiation of the sale of an independent Web site to a major publishing house (\$3 million)
- Licensing agreements
- Development of construction-related form agreements for real estate developers
- Web site development and hosting agreements
- Negotiation of a power purchase agreement for one of the largest installations in New Jersey
- Preparation of form power purchase agreements and related leases for photovoltaic solar energy system installers

Michelle was selected as a '2013 Top Rated Lawyer in Technology' based on her AV® rating from Martindale-Hubbell. In 2011, Michelle was named by *NJBIZ* as one of New Jersey's "Best 50 Women in Business."

Prior to joining the firm, Michelle served as general attorney to Toys “R” Us, Inc. from 1991 to 1996. She also worked in Japan for several years as a foreign associate with the Tokyo-based firm of Hamada & Matsumoto (now Mori, Hamada & Matsumoto).

EDUCATION

- Rutgers University School of Law - Newark (J.D., 1987)
- Cornell University (B.A., *cum laude*, 1984)
- New Jersey Institute of Technology (Certificate in Construction Management, 2009)

BAR & COURT ADMISSIONS

- New Jersey, 1987

MEMBERSHIPS/AFFILIATIONS

- American Bar Association
- Essex County Bar Association
- New Jersey State Bar Association
- New Jersey Women Lawyers Association (Board of Directors, Co-Director of Programming and Co-Chief Operating Officer)



JOHN P. MALONEY

Counsel

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NY Phone (212) 973-0572
jmaloney@wolffsamson.com

PRACTICES

- Corporate and Securities
- Private Equity

John Maloney practices in the areas of corporate and commercial law at Wolff & Samson. His clients include a wide range of businesses in various manufacturing and service sectors, including the apparel, pharmaceutical, Internet technology, transportation, packaged foods and real estate development industries.

His primary focus is on corporate transactional work, including:

- Mergers and acquisitions
- Divestitures
- Private equity investments
- Strategic alliances and joint ventures
- Corporate restructurings
- Corporate finance and commercial lending
- Corporate governance and control
- Venture capital financing

John represents private equity funds and their portfolio companies in connection with acquisition and financing transactions. He also advises entrepreneurs in starting new businesses, including obtaining startup capital and bank financing.

Some of the transactions that John has handled include:

- The sale of a national trucking company to a private equity fund
- The sale of a national environmental laboratory services company
- The acquisition of a medical device manufacturer
- The acquisition of a commercial advertising and printing company
- The spin-off of a university housing development company
- The acquisition of an importer and manufacturer of food products
- The acquisition of a controlling interest in an inventory management solutions company
- The sale of a privately held pharmaceutical packaging company
- The formation of a joint venture to provide mutual fund management and administrative services

Prior to becoming an attorney, Mr. Maloney was an accountant and an auditor for an international certified public accounting firm, conducting audits of the financial statements and systems of internal controls for a variety of *Fortune* 500 companies. In connection with these audits, Mr. Maloney would analyze the systems and procedures established by the companies to maintain the integrity of their financial records and reports, recommend alternative or additional procedures and policies to better safeguard the integrity of the companies' financial records, conduct tests of the system of internal controls to determine if the practices of the companies and their employees complied with the established policies and internal controls, and ensure that the financial statements of these companies were prepared in accordance with applicable accounting standards and principles.

EDUCATION

- Seton Hall University School of Law (J.D., 1990)
- Fairfield University (B.S., Accounting, 1985)

BAR & COURT ADMISSIONS

- New Jersey, 1990
- New York, 1991

MEMBERSHIPS/AFFILIATIONS

- American Bar Association



WILLIAM J. CANNICI JR.

Associate

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wcannici@wolffsamson.com

PRACTICES

- Corporate and Securities
- Health Care and Hospital

William Cannici practices as a corporate associate in Wolff & Samson's Health Care and Hospital Group. He advises clients on a variety of health care issues, including HIPAA compliance, Medicare/Medicaid reimbursement and enrollment, federal and state health care regulatory compliance, Federal Stark and Anti-Kickback Law compliance, and developing and implementing compliance policies and procedures. His experience includes serving as counsel to a federal monitor appointed by the U.S. Attorney's Office pursuant to a deferred prosecution agreement to oversee the activities of one of the nation's largest orthopaedic implant manufacturers. Bill also provides legal counsel on matters involving closely held corporations, restrictive covenants, limited liability companies, and technology.

Bill is a published author of articles on topics including health care reform and the Internet. Bill's article, "The Global Online Freedom Act: Combating American Businesses That Facilitate Internet Censorship In China," appeared in Aspen Publishers' *Journal of Internet Law*, Vol. 12, No. 11, May 2009 (adapted from 32 Seton Hall Legis. J. 123 (2007)), discussing the appropriateness and potential effectiveness of a proposed U.S. legislative response to Internet censorship in China.

Bill was selected for inclusion in the 2013 edition of *New Jersey Super Lawyers - Rising Stars*.

Bill earned his J.D. *cum laude* from Seton Hall University School of Law, where he served as a note editor of the *Seton Hall School of Law Legislative Journal*. While in law school, Bill studied Asian law and dispute resolution in the People's Republic of China. Bill received his B.A. in philosophy from Loyola College in Maryland and was a member of the Phi Sigma Tau International Philosophy Honor Society.

EDUCATION

- Seton Hall University School of Law (J.D., *cum laude*, 2008)
- Loyola University Maryland (B.A., 2004)

BAR & COURT ADMISSIONS

- New Jersey, 2008
- New York, 2009
- District of Columbia, 2009
- U.S. District Court, District of New Jersey, 2008
- U.S. District Court, Southern and Eastern Districts of New York, 2009

MEMBERSHIPS/AFFILIATIONS

- American Bar Association
- American Health Lawyers Association
- Essex County Bar Association
- New Jersey State Bar Association
- New York State Bar Association

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APPENDIX D: FINANCIAL INFORMATION

Volume 3: Price Schedule

Rothstein Kass and Wolff & Samson

Joint Response to:

Request for Proposal 14-X-23110

**For: PREQUALIFICATION POOLS: AUDITING AND OTHER RELATED SERVICES
IN SUPPORT OF DISASTER RECOVERY
(HURRICANE SANDY)**

Proposal Submission Due Date: May 31, 2013

RFP Issued By

**State of New Jersey
Department of the Treasury
Division of Purchase and Property
Trenton, New Jersey 08625-0230**

Using Agencies

**State of New Jersey
Department of the Treasury
Cooperative Purchasing Members**

Joint Response Submitted by:

**Rothstein Kass PA dba Rothstein Kass
4 Becker Farm Road
Roseland, New Jersey 07068
Phone: (973) 994-6666**

**Wolff & Samson PC
One Boland Drive
West Orange, New Jersey 07052
Phone: (973) 325-1500**

Contact:

**Joseph Zarkowski, CPA
Phone: (917) 438-3972
Email: jzarkowski@rkco.com**

Contact:

**Lori Grifa, Esq.
Phone: (973) 530-2098
Email: lgrifa@wolffsamson.com**

Rothstein Kass

AND

WOLFF ■ SAMSON

PRICE SCHEDULE

RFP 14-X-23110

AUDITING AND OTHER RELATED SERVICES FOR DISASTER RECOVERY (HURRICANE SANDY)

Refer to RFP [Section 3.0](#) (Scope of Work) for task requirements and deliverables, [Section 4.4](#) (Organizational Support and Experience), and [Section 6.7.2](#) (Bidder’s Price Schedule) for additional information regarding this Price Schedule. Failure to submit all information required will result in the proposal being considered non-responsive.

Bidder’s Name: Rothstein Kass and Wolff & Samson

POOL 1: PROGRAM AND PROCESS MANAGEMENT AUDITING

LINE #	STAFF CLASSIFICATIONS	YEAR 1 HOURLY RATE	YEAR 2 HOURLY RATE	YEAR 3 HOURLY RATE
1	Partner/Principal/Director	\$ 295	\$ 295	\$ 295
2	Program Manager	\$ 275	\$ 275	\$ 275
3	Project Manager	\$ 265	\$ 265	\$ 265
4	Subject Matter Expert	\$ 265	\$ 265	\$ 265
5	Supervisory/Senior Consultant	\$ 225	\$ 225	\$ 225
6	Consultant	N/A	N/A	N/A
7	Associate/Staff	\$ 195	\$ 195	\$ 195
8	Administrative Support Staff	\$ 125	\$ 125	\$ 125

Line #	Pass Through Price Lines *	Year 1	Year 2	Year 3
9	Other Direct Costs	N/A	N/A	N/A
10	Travel Expenses and Reimbursements	N/A	N/A	N/A

- The State makes no guarantee of volume of work effort.
- * The Pass Through Price Lines shall be used to reimburse for Travel and Other Direct Costs only. No mark-up will be provided for Price Lines 9 and 10.

Bidder's Name: Rothstein Kass and Wolff & Samson

POOL 2: FINANCIAL AUDITING AND GRANT MANAGEMENT

LINE #	STAFF CLASSIFICATIONS	YEAR 1 HOURLY RATE	YEAR 2 HOURLY RATE	YEAR 3 HOURLY RATE
11	Partner/Principal/Director	\$ 295	\$ 295	\$ 295
12	Program Manager	\$ 275	\$ 275	\$ 275
13	Project Manager	\$ 265	\$ 265	\$ 265
14	Subject Matter Expert	\$ 265	\$ 265	\$ 265
15	Supervisory/Senior Consultant	\$ 225	\$ 225	\$ 225
16	Consultant	N/A	N/A	N/A
19	Associate/Staff	\$ 195	\$ 195	\$ 195
18	Administrative Support Staff	\$ 125	\$ 125	\$ 125

Line #	Pass Through Price Lines *	Year 1	Year 2	Year 3
19	Other Direct Costs	N/A	N/A	N/A
20	Travel Expenses and Reimbursements	N/A	N/A	N/A

- The State makes no guarantee of volume of work effort.
- * The Pass Through Price Lines shall be used to reimburse for Travel and Other Direct Costs only. No mark-up will be provided for Price Lines 9 and 10.

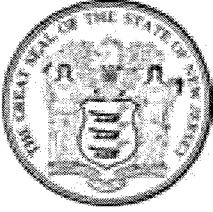
Bidder's Name: Rothstein Kass and Wolff & Samson

POOL 3: INTEGRITY MONITORING/ANTI-FRAUD

LINE #	STAFF CLASSIFICATIONS	YEAR 1 HOURLY RATE	YEAR 2 HOURLY RATE	YEAR 3 HOURLY RATE
21	Partner/Principal/Director	\$ 295	\$ 295	\$ 295
22	Program Manager	\$ 275	\$ 275	\$ 275
23	Project Manager	\$ 265	\$ 265	\$ 265
24	Subject Matter Expert	\$ 265	\$ 265	\$ 265
25	Supervisory/Senior Consultant	\$ 225	\$ 225	\$ 225
26	Consultant	N/A	N/A	N/A
27	Associate/Staff	\$ 195	\$ 195	\$ 195
28	Administrative Support Staff	\$ 125	\$ 125	\$ 125

Line #	Pass Through Price Lines *	Year 1	Year 2	Year 3
29	Other Direct Costs	N/A	N/A	N/A
30	Travel Expenses and Reimbursements	N/A	N/A	N/A

- The State makes no guarantee of volume of work effort.
- * The Pass Through Price Lines shall be used to reimburse for Travel and Other Direct Costs only. No mark-up will be provided for Price Lines 9 and 10.

SIGNATORY PAGE	STATE OF NEW JERSEY REQUEST FOR PROPOSAL (RFP)	RFP/Solicitation Number: 14-X-23110
	FOR: AUDITING AND OTHER RELATED SERVICES FOR DISASTER RECOVERY (HURRICANE SANDY)	Term Contract #: T2939 Requesting Agency: PROCUREMENT BUREAU Requisition #: 1041262
	ESTIMATED AMOUNT: \$ 0.00 CONTRACT EFFECTIVE DATE: July 01, 2013 CONTRACT EXPIRATION DATE: June 30, 2016 COOPERATIVE PURCHASING: NO SET ASIDE: SMALL BUSINESS SUBCONTRACTING	<i>TO ASK QUESTIONS CONCERNING THE CONTENTS OF THIS RFP:</i> <i>Please go to the Advertised Solicitation Current Bid Opportunities Web Page and click on the Quicklink button labeled Q&A.</i> http://www.state.nj.us/treasury/purchase/bid/summary/14x23110.shtml

PURSUANT TO N.J. STATUTES, REGULATIONS AND EXECUTIVE ORDERS, PROPOSALS WHICH FAIL TO CONFORM WITH THE FOLLOWING REQUIREMENTS WILL BE SUBJECT TO REJECTION:

- 1) PROPOSALS MUST BE RECEIVED AT OR BEFORE THE PUBLIC OPENING TIME OF 2:00 PM EASTERN TIME ON **May 30, 2013** AT THE FOLLOWING ADDRESS (NOTE: TELEPHONE, EMAIL, TELEFACSIMILE OR TELEGRAPH PROPOSALS WILL NOT BE ACCEPTED) :
**DEPARTMENT OF THE TREASURY
 PROCUREMENT BUREAU, PO BOX 230
 33 WEST STATE STREET - 9TH FLOOR
 TRENTON, NEW JERSEY 08625-0230**
- 2) THE BIDDER MUST SIGN THE PROPOSAL.
- 3) THE PROPOSAL MUST INCLUDE ALL PRICE INFORMATION. PROPOSAL PRICES SHALL INCLUDE DELIVERY OF ALL ITEMS, F.O.B. DESTINATION OR AS OTHERWISE PROVIDED. PRICE QUOTES MUST BE FIRM THROUGH ISSUANCE OF CONTRACT.
- 4) ALL PROPOSAL PRICES MUST BE TYPED OR WRITTEN IN INK.
- 5) ALL CORRECTIONS, WHITE-OUTS, ERASURES, RESTRIKING OF TYPE, OR OTHER FORMS OF ALTERATION, OR THE APPEARANCE OF ALTERATION, TO UNIT AND/OR TOTAL PRICES MUST BE INITIALED IN INK BY THE BIDDER.
- 6) THE BIDDER MUST COMPLETE AND SUBMIT ALL FORMS, CERTIFICATIONS, REGISTRATIONS AND OTHER DOCUMENTS AS REQUIRED IN THE RFP. SEE THE ADVERTISED SOLICITATION, CURRENT BID OPPORTUNITIES WEBSITE
<http://www.state.nj.us/treasury/purchase/bid/summary/14x23110.shtml>
- 7) THE BIDDER MUST ATTEND THE MANDATORY PRE-PROPOSAL CONFERENCE(S) AND SITE VISIT(S) AT THE FOLLOWING DATE(S) AND TIME(S):
- 8) FOR SET ASIDE CONTRACTS ONLY, A BIDDER MUST BE REGISTERED WITH THE N.J. DIVISION OF REVENUE AS A SMALL BUSINESS BY THE DATE OF PROPOSAL OPENING. (SEE N.J.A.C. 17:13-3.1 & 13.3.2).

ADDITIONAL REQUIREMENTS

- | | |
|---|---|
| 9) BY SIGNING AND SUBMITTING THIS PROPOSAL, THE BIDDER CERTIFIES AND CONFIRMS THAT NEITHER THE BIDDER, ITS REPRESENTATIVES, AGENTS OR LOBBYISTS HAVE INITIATED ANY INAPPROPRIATE CONTACT WITH ANY EXECUTIVE BRANCH EMPLOYEE DURING THE PROCUREMENT TO ATTEMPT TO AFFECT THE BIDDING PROCESS AND SHALL NOT DO SO AFTER SUBMISSION OF THE PROPOSAL. | 10) PERFORMANCE SECURITY: \$ N/A or. N/A %


11) PAYMENT RETENTION N/A %

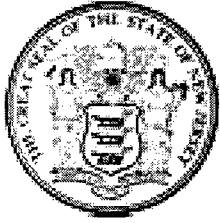
12) BY SIGNING AND SUBMITTING THIS PROPOSAL, THE BIDDER CONSENTS TO RECEIPT OF ANY AND ALL DOCUMENTS RELATED TO THIS RFP AND THE RESULTING CONTRACT BY ELECTRONIC MEDIUM OR FACSIMILE. |
|---|---|

TO BE COMPLETED BY BIDDER

- 13) FIRM NAME: Rothstein-Kass, P.A. dba Rothstein Kass
 ADDRESS 1: 4 Becker Farm Road
 ADDRESS 2: _____
 CITY: Roseland
 STATE: New Jersey
 ZIP: 07068
- 14) THE BIDDER MUST SUBMIT WITH THE PROPOSAL BID SECURITY IN THE AMOUNT OF \$ _____ N/A OR _____ N/A %.
 CHECK THE TYPE OF BID SECURITY SUPPLIED:
 ANNUAL BID BOND ON FILE BID BOND ATTACHED NONE
 CERTIFIED OR CASHIERS CHECK ATTACHED LETTER OF CREDIT ATTACHED
- 15) DELIVERY CAN BE MADE _____ DAYS OR _____ WEEKS AFTER RECEIPT OF ORDER. 16) REQUESTED DELIVERY: 30 DAYS AFTER RECEIPT OF ORD
- 17) CASH DISCOUNT TERMS (SEE RFP) _____ %, _____ DAYS: NET _____ DAYS.
- 18) BIDDER PHONE NO: (973) 994-6666 EXT: 3972
- 19) BIDDER FAX NO: _____ EXT: _____ 21) FEDERAL EMPLOYER IDENTIFICATION NUMBER [REDACTED]
- 20) BIDDER EMAIL ADDRESS: jzarkowski@rkco.com

SIGNATURE OF THE BIDDER ATTESTS THAT THE BIDDER HAS READ, UNDERSTANDS, AND AGREES TO ALL TERMS, CONDITIONS, AND SPECIFICATIONS SET FORTH IN THE REQUEST FOR PROPOSAL, INCLUDING ALL ADDENDA, FURTHERMORE, SIGNATURE BY THE BIDDER SIGNIFIES THAT THE REQUEST FOR PROPOSAL AND THE RESPONSIVE PROPOSAL CONSTITUTES A CONTRACT IMMEDIATELY UPON NOTICE OF ACCEPTANCE OF THE PROPOSAL BY THE STATE OF NEW JERSEY FOR ANY OR ALL OF THE ITEMS BID, AND FOR THE LENGTH OF TIME INDICATED IN THE REQUEST FOR PROPOSAL. FAILURE TO ACCEPT THE CONTRACT WITHIN THE TIME PERIOD INDICATED IN THE REQUEST FOR PROPOSAL, OR FAILURE TO HOLD PRICES OR TO MEET ANY OTHER TERMS AND CONDITIONS AS DEFINED IN EITHER THE REQUEST FOR PROPOSAL OR THE PROPOSAL DURING THE TERM OF THE CONTRACT, SHALL CONSTITUTE A BREACH AND MAY RESULT IN SUSPENSION OR DEBARMENT FROM FURTHER STATE BIDDING. A DEFAULTING CONTRACTOR MAY ALSO BE LIABLE, AT THE OPTION OF THE STATE, FOR THE DIFFERENCE BETWEEN THE CONTRACT PRICE AND THE PRICE BID BY AN ALTERNATE VENDOR OF THE GOODS OR SERVICES IN ADDITION TO OTHER REMEDIES AVAILABLE.

22) ORIGINAL SIGNATURE OF BIDDER 	23) DATE 5/17/2013
24) PRINT/TYPER NAME Joseph Zarkowski	25) TITLE Principal



FOR: AUDITING AND OTHER RELATED SERVICES FOR DISASTER RECOVERY (HURRICANE SANDY)

Term Contract #: T2939

Requesting Agency: PROCUREMENT BUREAU

Requisition #: 1041262

ESTIMATED AMOUNT: \$ 0.00
 CONTRACT EFFECTIVE DATE: July 01, 2013
 CONTRACT EXPIRATION DATE: June 30, 2016
 COOPERATIVE PURCHASING: NO
 SET ASIDE: SMALL BUSINESS SUBCONTRACTING

TO ASK QUESTIONS CONCERNING THE CONTENTS OF THIS RFP:

Please go to the Advertised Solicitation Current Bid Opportunities Web Page and click on the Quicklink button labeled Q&A.

<http://www.state.nj.us/treasury/purchase/bid/summary/14x23110.shtml>

PURSUANT TO N.J. STATUTES, REGULATIONS AND EXECUTIVE ORDERS, PROPOSALS WHICH FAIL TO CONFORM WITH THE FOLLOWING REQUIREMENTS WILL BE SUBJECT TO REJECTION:

- 1) PROPOSALS MUST BE RECEIVED AT OR BEFORE THE PUBLIC OPENING TIME OF 2:00 PM EASTERN TIME ON May 30, 2013 AT THE FOLLOWING ADDRESS (NOTE: TELEPHONE, EMAIL, TELEFACSIMILE OR TELEGRAPH PROPOSALS WILL NOT BE ACCEPTED):
**DEPARTMENT OF THE TREASURY
 PROCUREMENT BUREAU, PO BOX 230
 33 WEST STATE STREET - 9TH FLOOR
 TRENTON, NEW JERSEY 08625-0230**
- 2) THE BIDDER MUST SIGN THE PROPOSAL.
- 3) THE PROPOSAL MUST INCLUDE ALL PRICE INFORMATION. PROPOSAL PRICES SHALL INCLUDE DELIVERY OF ALL ITEMS, F.O.B. DESTINATION OR AS OTHERWISE PROVIDED. PRICE QUOTES MUST BE FIRM THROUGH ISSUANCE OF CONTRACT.
- 4) ALL PROPOSAL PRICES MUST BE TYPED OR WRITTEN IN INK.
- 5) ALL CORRECTIONS, WHITE-OUTS, ERASURES, RESTRIKING OF TYPE, OR OTHER FORMS OF ALTERATION, OR THE APPEARANCE OF ALTERATION, TO UNIT AND/OR TOTAL PRICES MUST BE INITIALED IN INK BY THE BIDDER.
- 6) THE BIDDER MUST COMPLETE AND SUBMIT ALL FORMS, CERTIFICATIONS, REGISTRATIONS AND OTHER DOCUMENTS AS REQUIRED IN THE RFP. SEE THE ADVERTISED SOLICITATION, CURRENT BID OPPORTUNITIES WEBPAGE
<http://www.state.nj.us/treasury/purchase/bid/summary/14x23110.shtml>
- 7) THE BIDDER MUST ATTEND THE MANDATORY PRE-PROPOSAL CONFERENCE(S) AND SITE VISIT(S) AT THE FOLLOWING DATE(S) AND TIME(S):
- 8) FOR SET ASIDE CONTRACTS ONLY, A BIDDER MUST BE REGISTERED WITH THE N.J. DIVISION OF REVENUE AS A SMALL BUSINESS BY THE DATE OF PROPOSAL OPENING. (SEE N.J.A.C. 17:13-3.1 & 13.3.2).

ADDITIONAL REQUIREMENTS

- 9) BY SIGNING AND SUBMITTING THIS PROPOSAL, THE BIDDER CERTIFIES AND CONFIRMS THAT NEITHER THE BIDDER, ITS REPRESENTATIVES, AGENTS OR LOBBYISTS HAVE INITIATED ANY INAPPROPRIATE CONTACT WITH ANY EXECUTIVE BRANCH EMPLOYEE DURING THE PROCUREMENT TO ATTEMPT TO AFFECT THE BIDDING PROCESS AND SHALL NOT DO SO AFTER SUBMISSION OF THE PROPOSAL.
- 10) PERFORMANCE SECURITY: \$ N/A or N/A %
- 11) PAYMENT RETENTION N/A %
- 12) BY SIGNING AND SUBMITTING THIS PROPOSAL, THE BIDDER CONSENTS TO RECEIPT OF ANY AND ALL DOCUMENTS RELATED TO THIS RFP AND THE RESULTING CONTRACT BY ELECTRONIC MEDIUM OR FACSIMILE.

TO BE COMPLETED BY BIDDER

- 13) FIRM NAME: Wolff & Samson PC
 ADDRESS 1: One Boland Drive CITY: West Orange
 ADDRESS 2: STATE: New Jersey
 ZIP: 07052
- 14) THE BIDDER MUST SUBMIT WITH THE PROPOSAL BID SECURITY IN THE AMOUNT OF \$ N/A OR N/A %.
 CHECK THE TYPE OF BID SECURITY SUPPLIED:
 ANNUAL BID BOND ON FILE
 BID BOND ATTACHED NONE
 CERTIFIED OR CASHIERS CHECK ATTACHED LETTER OF CREDIT ATTACHED
- 15) DELIVERY CAN BE MADE _____ DAYS OR _____ WEEKS AFTER RECEIPT OF ORDER. 16) REQUESTED DELIVERY: 30 DAYS AFTER RECEIPT OF ORDER
- 17) CASH DISCOUNT TERMS (SEE RFP) _____%, _____ DAYS: NET _____ DAYS.
- 18) BIDDER PHONE NO: (973) 325-1500 EXT: _____
- 19) BIDDER FAX NO: (973) 325-1501 EXT: _____
- 21) FEDERAL EMPLOYER IDENTIFICATION NUMBER [REDACTED]
- 20) BIDDER EMAIL ADDRESS: info@wolffsamson.com

THE SIGNATURE OF THE BIDDER ATTESTS THAT THE BIDDER HAS READ, UNDERSTANDS, AND AGREES TO ALL TERMS, CONDITIONS, AND SPECIFICATIONS SET FORTH IN THE REQUEST FOR PROPOSAL, INCLUDING ALL ADDENDA, FURTHERMORE, SIGNATURE BY THE BIDDER SIGNIFIES THAT THE REQUEST FOR PROPOSAL AND THE RESPONSIVE PROPOSAL CONSTITUTES A CONTRACT IMMEDIATELY UPON NOTICE OF ACCEPTANCE OF THE PROPOSAL BY THE STATE OF NEW JERSEY FOR ANY OR ALL OF THE ITEMS BIDDING FOR THE LENGTH OF TIME INDICATED IN THE REQUEST FOR PROPOSAL. FAILURE TO ACCEPT THE CONTRACT WITHIN THE TIME PERIOD INDICATED IN THE REQUEST FOR PROPOSAL, OR FAILURE TO HOLD PRICES OR TO MEET ANY OTHER TERMS AND CONDITIONS AS DEFINED IN EITHER THE REQUEST FOR PROPOSAL OR THE PROPOSAL DURING THE TERM OF THE CONTRACT, SHALL CONSTITUTE A BREACH AND MAY RESULT IN SUSPENSION OR DEBARMENT FROM FURTHER STATE BIDDING. A DEFAULTING CONTRACTOR MAY ALSO BE LIABLE, AT THE OPTION OF THE STATE, FOR THE DIFFERENCE BETWEEN THE CONTRACT PRICE AND THE PRICE BID BY AN ALTERNATE VENDOR FOR THE GOODS OR SERVICES IN ADDITION TO OTHER REMEDIES AVAILABLE.

22) ORIGINAL SIGNATURE OF BIDDER

Daniel A. Schwartz

23) DATE

5/14/2013

24) PRINT/TYPE NAME

Daniel A. Schwartz

25) TITLE

Secretary/Treasurer